



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

Draft

BOARD OF DIRECTORS
MEETING SUMMARY

DATE & TIME:	Saturday February 4 8:30am – 5:00pm PST Sunday February 5 9:00am – 3:00pm PST
PLACE:	HI-Vancouver Jericho Beach
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 both days Kie Shiroma Director
REGRETS:	
STAFF:	Alistair McLean CEO Robb Cryder COO
RECORDER:	Alistair McLean CEO

- 1. Review Meeting Evaluation from October 22-23, 2016 Board Meeting**
 - L. Neudorf reviewed the meeting evaluation of the October 2016 board meeting.
 - Board had a short discussion in regard to voting procedures at board meetings.
- 2. Call to order**
 - L. Neudorf called the meeting to order at 8:45am PST
- 3. Adoption of Agenda**
 - L. Neudorf reviewed the proposed agenda.

**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**

4.1 Attendance Review

- A. McLean stated that all directors are in compliance

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

5.1 October 22-23, 2016 Board Meeting

- L. Neudorf reviewed the minutes of the October 22-23, 2016 board meeting.
- Reference to the HI-BC bylaws to be removed.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the minutes of the October 22-23, 2016 board meeting as amended, is hereby acknowledged and ratified by the Directors of the Association.

5.2 December 09, 2016 Board Meeting Draft Minutes

- This agenda item was tabled to the April board meeting.

6. **Ownership Linkage**

6.1 Ownership Linkage Update Survey Results Review

- K. Keener provided background around the recent membership survey and report.
- L. Neudorf welcomed W. Amundson who provided a report on the results of the membership survey.
- K. Keener advised that the OL Committee has not lost site of the three year plan and the new three year plan will be presented at the April board meeting.
- P. Nietresta referred the board to the comments report from the members' survey for future review by them.
- There was a lengthy discussion around the results of the survey and the next steps required to take action with the results. Discussion around providing feedback to our members on the results of the survey and actions being taken.

7. Board Education

7.1 Educational Session – HI-C Branding and Website Update.

- This was presented by Shelby Sy -HI-PM Region Director of Marketing.
- L. Neudorf welcomed and introduced Shelby Sy, Director of Marketing for the HI-PM Region
- S. Sy provided an educational session on the current HI-Canada branding project and the new HI-Canada website design and project.
- L. Neudorf thanked S. Sy for her presentation and taking the time over the weekend to meet with the board.

8. Items for Decision

8.1 Ends

- a. ENDS -Nothing to report this meeting

8.2 Governance Process

a. Board Calendar Review

- P. Nietresta reviewed the board calendar for the upcoming meetings.
- The next board meeting is in Regina, Saskatchewan on April 08-09, 2017.
- Discussion around the fall board meeting being possibly in Kananaskis October 21-22, 2017. Could be a joint meeting with the HI-Canada board.
- September board retreat will be in the Rockies. A. McLean to check availability at Banff and Castle Mountain.

b. Set Board Size for 2017/18

- L. Neudorf advised that on an annual basis the board reviews the board size for the upcoming year. The board requires a minimum of 5 directors up to a maximum of 8.
- After a short discussion the board agreed to keep the board size at

8 for the 2017/18 board year.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves to set the board size at 8 for the 2017/18 board year, is hereby acknowledged and ratified by the Directors of the Association.**

c. Board Election 2017 Update

- A. Crossett introduced the Committee's work on the board competency grid.
- A. Crossett answered several questions on layout.
- It was agreed this grid needs to be completed in the next several weeks so that the Nominations Committee can finalize an election package.
- A. Crossett advised that there is a need to review the Terms of Reference for the Nominations Committee around the voting process. Recommendation to be brought forward to the May 2017 board meeting.
- A. Crossett reviewed the new draft nomination's package that the committee has completed.
- There was a recommendation that the bios should be written in the first person with minor change in the wording in the letter around the CEO and operations relationship.
- A. Crossett advised that the committee has received notice of those current board members who will be running in the 2017 board election.

d. HI-Canada Joint Board Meeting Prep

- L. Neudorf advised that the Governance Committee has reviewed and discussed the three questions from HI-Canada to be discussed at the joint meeting later in the day.
- L. Neudorf presented the committee's comments and there was a discussion around each of them.
- Discussion around the future and make up of HI-Canada.
- Short discussion around a bid for the HI 2020 bi-annual conference. It was agreed that the board supports HI-Canada putting a bid in however to be potentially successful should be located in Eastern Canada mainly due to flight times and costs.

e. HI-Canada Committee Request

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- L. Neudorf advised the board that the regions have received a request from the HI-Canada Board to submit names of regional board representatives to sit on the following HI-Canada board committees: International Relations, Nominations and Awards, and the Audit Committee.
 - L. Neudorf asked if any board member had an interest to sit on one of these committees.
 - P. Nietresta and M. Trepanier advised they both would have interest in sitting on the International Relations Committee. It was agreed that Meghan would lead with Peter as second.
 - B. LaFave advised she would be interested in sitting on the Audit Committee.
 - A. Crossett and K. Keener advised that both have interest. It was agreed that Andrew would be lead with Kit as second.

g. Joint Board Meeting with HI-Canada Board

-The HI-PM Region board held a joint meeting with the HI-Canada Board.

DAY 2

9. Governance Process

a. 2017 AGM and Member Update Schedule & Locations

- A. McLean advised that the 2017 True North AGM will be held in Calgary Alberta.
- A. McLean requested suggestions for meeting locations. There were a few suggestions of the Calgary Fort and the new National Music Centre.
- The Board discussed whether to hold member updates after the AGM or not. A trial was conducted this past year of not holding them and it was agreed with the new member meetups implemented throughout the year the member updates following the AGM would not be necessary.

b. Strategic Map for 2017-19

- A. McLean presented the 2017/18 HI-PM Region Strategic Plan.

- A. McLean responded to several questions.

c. 2017-18 HI-PM Region Operating & Capital Budgets

- A. McLean presented the 2017/18 regional operating and capital budgets.

- A. McLean responded to several questions around the operating and capital budgets.

d. 2017-18 Board Budget

- B. LaFave presented the HI-PM Region Board budget for 2017/18.

- B. LaFave responded to several questions from the directors.

- The Board agreed to the budget as presented.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the 2017/18 Board Budget as presented, is hereby acknowledged and ratified by the Directors of the Association.

e. 2016/17 Audit Program & Fees Approval

- B. LaFave presented the 2016/17 audit program and fees for the year ending March 31, 2017.

- B. LaFave advised that the fees are in line with last year with a 2% increase which is in line with the contract and the addition of a review letter or possible audit for the Prairie Region depending on Saskatchewan Lotteries requirements and the additional work requested by the Board at the October 2016 board meeting.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the audit fees and program for the 2016/17 operating year ending March 31, 2017 as presented, is hereby acknowledged and ratified by the Directors of the Association.

f. Review of Latest Financial YTD Statement

- B. LaFave walked the board of directors through the December 2017 operating financial results.

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- B. LaFave responded to several questions.

2. Executive Limitations

- a. Executive Limitations
 - No items for this meeting

3. Board-CEO Relationship

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

10. Monitoring CEO Performance (Ends & Executive Limitations)

10.1 Review of Policy 4.1.3

- P. Nietresta advised the Governance Committee discussed the policy and recommend that they advise AXI Consulting of the concerns during the rewrite of the Section 4.
- After a short discussion the board agreed with the recommendation.

10.2 Review Policies 4.2.3; 4.4.2; 4.4.4; 4.5.1; 4.5.3 and 4.13.1 report update

- P. Nietresta advised that A. McLean provided a follow up report to the Governance Committee for review.
- A. McLean reviewed the report with the Board, responded to questions and recommendations for next year's report in these sections.

11. Monitoring Board Performance

11.1. Section 4 Policy Manual Rewrite

- P. Nietresta provided an update on the rewriting of Section 4 of the Board policy manual.
- P. Nietresta presented a motion to continue with the rewrite and have AXI Consulting complete the work prior to the April 08-09 board meeting.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the engagement of AXI Consulting to work with the Governance Committee on preparing a draft of a revised Section 4 of the Policy Manual for consideration by the Board at the April board meeting, is hereby acknowledged and ratified by the Directors of the Association.**

11.2 Section 2 Monitoring – Review Report

- P. Nietresta reviewed the Section 2 monitoring report highlighting only those items that required further discussion by the board.
- The following policies 2.1.2; 2.1.5; 2.6.3; 2.6.4; 2.7.1 were identified for review by the Governance Committee and report back to the board at the April 08-09,2017 board meeting.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the Section 2 Monitoring report with policy 2.1.2; 2.1.5; 2.6.3; 2.6.4; 2.7.1 being sent to the Governance Committee for review for the April 2017 board meeting, is hereby acknowledged and ratified by the Directors of the Association.**

11.3 External Monitoring Update

- P. Nietresta provided a short update that these will be completed by the May 2017 board meeting.

12. Information Requested by the Board

12.1 Board Expense Update

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- A. McLean reviewed the board expense update document.
 - A. McLean answered several questions on the report. The board's budget will end the year in a positive state.

12.2 Jasper Development

- A. McLean provided an update on the new HI-Jasper hostel and responded to a few questions. A. McLean to provide a financial recommendation on next steps to the board at the April board meeting.

12.3 IYHF Meeting Update

- A. McLean provided an update on his visit and presentation at the HI office in Welwyn Gardens outside of London.
- A. McLean provided a report on the IYHF Governance Review Committee he recently participated at in London.

13. In Camera Session –

The board went in camera at 2:30pm for 5 minutes.

14. Parking Lot

14.1 Parking Lot Item #1 - TERN

- Discussion around communication between the board and members and methods to carry this out.
- A. McLean and S. Sy to arrange a call with Kit Keener to discuss options.

15. Self-Evaluation of governance process at this meeting

15.1 Summary and evaluation

- Board members completed the meeting evaluation form following the meeting.

16.1 Adjournment

The meeting was adjourned at 2:35pm PST on February 05, 2017

Chair

Secretary