



**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 April 7, 2018, 8:30am – 5:00pm  
Sunday April 8, 2018, 9:00am – 3:00pm

**PLACE:** HI Edmonton, Edmonton, Alberta

**PRESENT:**

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|------------------|----------------------------|
| Lenore Neudorf   | Chair                      |
| Meghan Trepanier | 1 <sup>st</sup> Vice Chair |
| Peter Nietresta  | 2 <sup>nd</sup> Vice Chair |
| Betty LaFave     | Director                   |
| Michael Shui     | Director                   |
| Thomas Heyd      | Director                   |
| Andrew Crossett  | Director                   |
| Kit Keener       | Director                   |

**REGRETS:**

**GUESTS:**

**STAFF:** Alistair McLean CEO

**RECORDER:** Alistair McLean CEO

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**1. Meeting Evaluation – February 3-4, 2018**

- L. Neudorf reviewed the meeting evaluation from the February board meeting.

**2. Call meeting to Order**

- L. Neudorf called the meeting to order at 8:40am MST.

**3. Adoption of Consent Agenda**

- Adoption of April 7-8, 2018 Consent Agenda

- L. Neudorf reviewed the meeting agenda for April 07 & 08, 2018 and reminded people they are approving a consent agenda including agenda items 4 & 5.

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**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: The Board approves the board meeting consent agenda as presented, is hereby acknowledged and ratified by the Directors of the Association.**

**4. Attendance Review**

- A. McLean advised all Directors are in compliance.

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

- February 3-4, 2018 Board Meeting.
  - Minutes were approved as presented under the consent agenda.

**6. Ownership Linkage Update**

- A. Crossett provided an update on the very successful member meetup of Thursday. Thirty-five members turned out.
- Ownership Linkage Committee is starting the planning of the member meetup in Vancouver at the May Board meeting.
- Discussion around the date for the meetup. It was agreed to be Friday evening, May 25, 2018.
- Discussion around the purpose of the meetup and key elements that need to be presented to the members.
- The session was 70 minutes.

**7. Board Education**

**1. Family Travel Trends – Shelbey Sy**

- L. Neudorf welcomed Shelbey Sy, HI PM Region Director of Marketing to the meeting via Zoom.
- S. Sy provided a presentation on Family Travel Trends to the Board whom found very helpful.
- L. Neudorf thanked S. Sy for her informative presentation.

**8. Items for Discussion**

**1. Ends Discussion**

- P. Nietresta advised that the Governance Committee has met several times to discuss the draft revisions to the Ends.
- Wayne Amundson from AXI joined the meeting for this agenda item to provide guidance.
- P. Nietresta presented the draft revisions for review and comment.

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- The following sub ends proposals 1.12; 1.1.3; and 1.2.6 were sent back to the Governance Committee for further review & development for presentation to the Board at the May 26/27, 2018 meeting.

## **2. Governance Process**

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

- P. Nietresta reviewed the board calendar.
- Next meeting is May 26/27, 2018 at HI Vancouver Downtown
- P. Nietresta reminded the committee chairs that they need to review their committee terms of references and report back at the May meeting of any changes.
- Discussion around the location for the September board retreat, tentatively set for HI Nordegg.

### **b. 2018 HI Canada NAGM & Board Nominations**

- L. Neudorf reviewed the HI Canada Board Nominations report.
- There was a discussion about the current and potential candidates.
- No potential candidates were identified from the HI PM Region to propose to the HI Canada board.

### **c. HI Canada National Award Program**

- A. McLean advised that we have put forward a nomination for a volunteer of the year award.
- There was a discussion around the membership linkage award. No programs is being proposed from the HI PM Region.

### **d. 2018 HI C NAGM Attendance & Delegate Selection**

- L. Neudorf advised that the HI Canada NAGM is being held in the HI PM Region this year at HI Kananaskis June 08 - 10.
- L. Neudorf advised that the Board needs to appoint a delegate and alternate today and the board will provide direction to the delegate and alternate on how to vote at the May board meeting.
- There was a discussion around the number of directors to attend and who would be the delegate and alternate.
- The Board appointed L. Neudorf as the delegate and P. Nietresta as the alternate for the June 10, 2018 HI Canada NAGM at HI Kananaskis, BC.

### **ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: The Board appoints L. Neudorf as the True North Hostelling Association delegate and Peter Nietresta as alternate for the June 10, 2018 HI Canada NAGM at HI Kananaskis, BC or adjourned date, is hereby acknowledged and ratified by the Directors of the Association.**

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**e. 2018 HI PM Region Board Election Update**

Approve Board Slate

- K. Keener provided an update on the board slate for the 2018 Board of Directors election.
- K. Keener advised the Nominations Committee has met and prepared the proposed board slate for approval.
- K. Keener advised that A. Crossett will not be running this year but the other three incumbents are.
- K. Keener advised that there will be 4 two year terms positions available this year.
- K. Keener referred the board to the three bios in the board package for discussion.
- There was a short discussion around the need of the HI SAHA region.
- The proposed Board slate is Lenore Neudorf, Meghan Trepanier, Michael Shui, Curtis Hemming & Kevin Pals.
- The Board reviewed the proposed slate and agreed to it.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: The Board approves the Board Slate of Lenore Neudorf, Meghan Trepanier, Michael Shui, Curtis Hemming & Kevin Pals for the 2018 Board of Directors election, is hereby acknowledged and ratified by the Directors of the Association.**

**f. 2018 HI PM Region Board Election Documents**

- A. McLean referred the directors to the 2018 election documents.
- The board reviewed the draft documents and had no further changes to them.

**g. 2018 HI PM Region AGM Motions**

- A. McLean referred the directors to the draft 2018 AGM motions for review.
- A. McLean advised there are two standard motions for the 2018 True North Hostelling Association Annual General Meeting and that the auditor motion 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 2018 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, 2019 for**

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**recommendation to the members at the 2018 Annual General Meeting of Members, is hereby acknowledged and ratified by the Directors of the Association.**

**h. Review of Policies 2.2.1; 2.3.4; 2.3.15; 2.4.2; 2.5.3.1; 2.5.3.2; 2.5.3.4; 2.6.2; 2.7.5; 2.11.1; 2.12;.2.14.1.**

- P. Nietresta referred the directors to the Section 2 Policy review report.
- Following the review of the recommendations from the Governance Committee, the Board approved the amendments to policies 2.3.4; 2.3.15; 2.4.2 and 2.11.1 as presented.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: The Board approves the amendments to policies 2.3.4; 2.3.15; 2.4.2 and 2.11.1 as presented by the Governance Committee, is hereby acknowledged and ratified by the Directors of the Association.**

**i. HI Lake Louise Joint Venture – Cash Reserve**

Verbal Update

- A. McLean advised the board that after the 2017/18 audit he would be presenting a recommendation at the May board meeting for approval for a special disbursement for excess cash in the Lake Louise Joint Venture accounts.

**j. 2018 Annual Report – Board Inclusions**

- A. McLean referred the directors to the 2016/17 Annual Report in the board package. He advised the board that they need to decide what areas they were going to provide information to our Marketing Department for inclusion in the 2017/18 Annual Report.
- A. McLean advised he needed the written information by May 15, 2018.
- There was discussion around the board sections of the report. It was agreed to continue with the Chair's report (L. Neudorf to prepare), Board Bios (A. McLean to coordinate) and Governance (Peter Nietresta) and Ownership Linkage (Andrew Crossett) sections.

**k. Presidents Forum Call February 8 and March 29, 2018 Update**

- L. Neudorf advised the March 29 Presidents Forum meeting was cancelled and rescheduled for May 01, 2018.
- L. Neudorf advised that P. Nietresta attended the February 08, 2018 Presidents Forum meeting on behalf of her.

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- P. Nietresta reviewed the report he sent out after the February 08, 2018 call and answered any questions.

#### **I. HI Canada Board Update (NSGM Meeting & HI Strategic Plan)**

- L. Neudorf advised there is an HI Canada NSGM scheduled for May 01, 2018 to vote on a motion to change the HI Canada bylaws for the number of director positions from 6-8 to 5-8.
- The Board approved L. Neudorf as the delegate and Meghan Trepanier as the alternate for the May 01, 2018 HI Canada NSGM or adjourned date.
- After a short discussion, the board directed the delegate and alternate to vote in favour of the motion.
- A. McLean referred the directors to the report on HI Canada's International Relations Committee's draft response to the HI Strat Plan and asked for any comments.

#### **ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: The Board appoints Lenore Neudorf as the True North Hostelling Association delegate and Meaghan Trepanier as alternate for the May 01, 2018 HI Canada NSGM or adjourned date and directs the delegate and alternate to vote in favour of the motion as proposed, is hereby acknowledged and ratified by the Directors of the Association.**

#### **m. Review of Latest Financial YTD Statement**

- B. LaFave reviewed the February 2018 financial statements and answered, with Alistair McLean, any questions.

#### **2. Executive Limitations**

- No items were discussed at this meeting.

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

##### **- Section 4 Interpretations Review**

- P. Nietresta advised that the Governance Committee has met several times to review the CEO interpretations of the new Section 4 policies.
- P. Nietresta directed the Board Members to the committee report and walked the group through each Section 4 policy interpretations where required.
- Following the review A. McLean to provide a revised draft version to the Governance Committee for review.

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## 10. Monitoring Board Performance

### - Section 3 Monitoring

- P. Nietresta referred the directors to the Section 3 monitoring report for discussion.
- P. Nietresta walked the board through the report and recommendations from the Governance Committee.
- After the review, there were no policies identified to be sent to the Governance Committee for review.

## 11. Information Requested by the Board

### 1. Board Budget Update

- A. McLean provided an update of the 2017/18 board budget as of late March.
- A. McLean advised the directors to please submit their board expenses from before March 31, 2018 by April 10, 2018 or they will be charged to the new budget year of 2018/19.

### 2. Jasper Development

- A. McLean provided the latest update on the Jasper project and schedule.
- A. McLean answered several questions about the presentation.

## 12. Parking Lot

No items we discussed at this meeting.

## 13. Self-Evaluation of governance process at this meeting.

### - Summary & Evaluation

- The directors completed the meeting evaluation survey prior to leaving the meeting.

## 14. Adjournment

- The meeting was adjourned at 12:05pm MST Sunday April 08, 2018

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**Chair**

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**Secretary**