DATE & TIME:  Saturday May 26, 2018, 9:00am – 5:00pm  
      Sunday May 27, 2018, 9:00am – 3:00pm
PLACE:  HI Vancouver Downtown
PRESENT:  Lenore Neudorf  Chair
          Meghan Trepanier  1st Vice Chair
          Peter Nietresta  2nd Vice Chair
          Betty LaFave  Director
          Andrew Crossett  Director
          Kit Keener  Director
          Michael Shui  Director
REGRETS:  Thomas Heyd  Director
GUESTS: 
STAFF:  Alistair McLean  CEO
RECORER:  Alistair McLean  CEO

1. Review Previous Meeting Evaluation
   - L. Neudorf reviewed the meeting evaluation from the April 07-08, 2018 board meeting.

2. Call meeting to Order
   - L. Neudorf called the meeting to order at 9:07am PDT

3. Adoption of Consent Agenda
   - Adoption of the May 26-27, 2018 Consent Agenda
   - L. Neudorf reviewed the meeting agenda for the May 26-27, 2018 board meeting and reminded people that they are approving a consent agenda including agenda items 4 & 5.
ON A MOTION DULY MADE:
BE IT RESOLVED THAT: the Board approves the board meeting consent
the Association.

4. Attendance Review

- A. McLean advised all directors are in compliance.

5. Adoption of minutes of the last meeting

April 07-08, 2018 Board Meeting Minutes

- 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 Friday night in Vancouver. Approximately 25 members turned out.
- Over the course of the year, there have been over 100 members turn
  out to the different events.
- A. Crossett reviewed the next phases of the Ownership Linkage plan.
- There was a discussion around a report to the members in regard to the
  owner survey results compared to Ends progression. A. Crossett to
  prepare a report/letter for distribution to members.

7. Board Education

A. CED as the HI Canada Management Team

- A. Mclean provided a presentation on the role and current status of
  the CED as HI Canada's management team.
- The presentation was informative and A. McLean responded to
  several questions.
- The presentation was 35 minutes.

B. IYHF Update

- A. Mclean provided a presentation on the IYHF and its current state.
- The presentation was informative and A. McLean responded to
  several questions.
- The presentation was 40 minutes.

C. HI PM Region Affiliate Program

- A. McLean provided a presentation on the HI PM Region affiliate
  program.
- The presentation outlined the benefits, the threats, future opportunities and a short overview of the 10 affiliate hostels.
- The directors asked several questions.
- The presentation was 40 minutes long

8. **Items for Discussion**

1. **Ends - Review revised draft Sub Ends 1.1.2, 1.1.3 & 1.2.6**
   - P. Nietresta advised that the Governance Committee has met and carried out a further review of Sub Ends 1.1.2; 1.1.3 and 1.2.6.
   - P. Nietresta presented the draft revisions for comment.
   - Revised ends finalized and agreed to following board discussion.
   - CEO to provide Ends interpretations for approval at the October board meeting.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT:** the Board approves the revised sub ends proposed by the Governance Committee as amended, is hereby acknowledged and ratified by the Directors of the Association.

2. **Governance Process**

   A. **Board Calendar Review**
      - P. Nietresta reviewed the board calendar for the rest of the board year.
      - The next board meeting will be a conference call to approve the audited financial statements. It was agreed that B. LaFave would issue a doodle to find a convenient time for the Zoom call.
      - There was a discussion around the board retreat location in September and it was agreed to hold it at HI Nordegg.

   B. **Audit Committee - Terms of Reference Review**
      - B. LaFave advised there are no changes to the Terms of Reference.

   C. **Governance Committee - Terms of Reference Review**
      - P. Nietresta advised that the committee had reviewed the terms of reference there are no changes proposed.

   D. **Nominations Committee - Terms of Reference Review**
      - K. Keener presented the draft revisions to the committee terms of reference for review and comment.
- Minor changes to bylaw references and in duties section with the addition of a committee schedule.
- Board agreed to the changes presented.

ON A MOTION DULY MADE:
BE IT RESOLVED THAT: the Board approves the revisions to the Nomination's Committee's terms of reference as amended, is hereby acknowledged and ratified by the Directors of the Association.

E. CEO Relationship Committee - Terms of Reference Review
- L. Neudorf advised there were no changes to the terms of reference for the CEO Relationship Committee being proposed.

F. Ownership Linkage Committee - Terms of Reference Review
- A. Crossett advised the committee had reviewed the committee terms of reference and provided a draft proposal for the board's comments and approval.
- A. Crossett presented the proposed changes.
- After a short discussion, the changes were approved as amended.

ON A MOTION DULY MADE:
BE IT RESOLVED THAT: the Board approves the revisions to the Ownership Linkage Committee's terms of reference as amended, is hereby acknowledged and ratified by the Directors of the Association.

G. Board Education Draft Plan – Verbal
- P. Nietresta advised that he would like to have a short brainstorming session around potential topics for the board retreat and the 2018/19 board year.
- One topic that has been requested for the board retreat is a discussion about what makes a good board chair.
- Board Retreat planning group set as Peter Nietresta, Betty LaFave, and Lenore Neudorf.

H. 2018 HI-Canada Board Election Slate
- L. Neudorf directed the directors to the Nomination report from the HI Canada Nominations Committee.
MEETING SUMMARY
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- There are currently 2 incumbent HI Canada board members running for election and one member not running. There is potentially one position still to be filled.
- L. Neudorf reminded the directors the board complement can now be from 5-8 directors compared to 6-8 previously set in the bylaws.
- There was a discussion on the role and outcomes of the HI Canada Board.
- There was a discussion around this year's election process and the weighted vote at the HI Canada NAGM.

i. HI-Canada NAGM Motions and Agenda
- L. Neudorf advised that there are no special motions at this time for the 2018 HI Canada NAGM, just the normal NAGM motions.
- The directors reviewed the declared candidates running and the different motions.

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 2018 HI Canada National Annual General Meeting on June 10, 2018 or adjourned date in support of agenda item 1.0 Approval of the Agenda; to vote in support of agenda item 2.1 Approval of the HI Canada NAGM Minutes of June 11, 2017; to vote in support of agenda item 2.2 Approval of the HI Canada NSGM Minutes of May 01, 2018; 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, PWC; is hereby acknowledged and ratified by the Directors of the Association.

j. 2018 HI-PM Region Board Slate & Board Elections – Verbal
- K. Keener updated the board that we have four positions open this year's board election. Four 2 year terms.
- Currently, there are 6 candidates in the approved board slate.
- A Call for Nominations notice went out to members May 16, 2018 requesting further nominations with a closing date of noon on June 16, 2018.
- K. Keener advised that staff is preparing an online voting process for this year's board election.
- To date, no further nominations have been received from members.
- The board reviewed the draft online voting email and provided a small change.

k. **True North 2017-18 Audited Financial Statements Call - Verbal Update**
   - B. LaFave advised that management met May 24 with the auditors to review the draft audit report documents. The Audit Committee meets with the auditors Tuesday evening May 29 to review and approve the draft documents before presentation to the board.
   - It was agreed that A. Mclean will coordinate a Zoom call for Monday, June 04, 2018 to approve the final audited statement and for presentation to the members at the 2018 AGM in September 2018.

l. **2018 HI PM AGM Location & Presentation**
   - A. McLean advised the board of several potential locations in Edmonton for the AGM.
   - The AGM is currently scheduled for Thursday evening September 13, 2018 at 7:00pm.
   - P. Nietresta presented the idea of moving the date to September 20, 2018, along with chartering the High-Level Streetcar.
   - There was a discussion about the agenda and possible presentations.
   - It was agreed that we move the AGM to Thursday, September 20, 2018, starting with a streetcar ride at 5:15pm and the AGM at 6:30pm at the Varscona.

m. **Presidents' Forum May 01 Call Update**
   - L. Neudorf provided an update of the Presidents' Forum call held after the HI Canada NSGM.
   - L. Neudorf referred the directors to the Presidents' Forum call report.

n. **HI Q&O Meeting - Verbal Discussion**
   - L. Neudorf advised that A. McLean had been approached of having a joint board meeting in the fall of 2018 with the HI Q&O board.
   - L. Neudorf advised she had followed up with a call to the HI Q&O president to discuss the intent and objective of the meeting.
   - L. Neudorf provided an update of the call with P. Harrison.
   - There was a discussion about the feedback from the call and holding a joint meeting.
- The board agreed that before a decision would be made we need to see a draft agenda from HI Q&O for this proposed meeting.

**o. Board Accomplishments for 2017-18 Board Year - Verbal Discussion**
- L. Neudorf reminded the board this is the time of year we identify and celebrate the accomplishments made during the 2017/18 board year.
- The Board discussed the work and accomplishments made during the year.
- A. Mclean thanked the board for their annual reports being received on time.

**p. HI Lake Louise Reserve and Proposes Disbursement**
- A. McLean directed the board to the report and proposal presented in the board package.
- After a short discussion and questions, it was agreed to provide approval to the HI PM Region representatives of A. Crossett, P. Crisfield and A. McLean to approve the motion at the next HI Lake Louise Joint Venture board meeting.

**ON A MOTION DULY MADE:**
**BE IT RESOLVED THAT:** the board approves and directs the HI PM Region representatives of the Lake Louise Joint Venture of A. Crossett, P. Crisfield and A. McLean to approve the proposed recommendation at the next HI Lake Louise Joint Venture board meeting, is hereby acknowledged and ratified by the Directors of the Association.

**q. Section 4 CEO Interpretations - Final Approval**
- P. Nietresta directed the board to the Governance Committee's report on the revised CEO interpretations to the new Section 4 policies.
- The board reviewed the revisions and four interpretations were identified for minor revisions. A. McLean to finalize with P. Nietresta.
- Once minor revisions completed this governance project is complete. Changes do not need to come back to the board.

**3. Executive Limitations**
- No items for discussion at this meeting.
4. **Board-CEO Relationship**

- The Board went in camera at to discuss the CEO incentive plan, the 2018/19 incentive plan and "Board Only" feedback in regards to policy manual 3.6.2

  a. **CEO Bonus Recommendation (in Camera)**
     - A McLean provided a short synopsis of the CEO report answering several questions before the board went in camera.
     - The Board reviewed the plan submitted and the Board Chair is to follow up with the CEO advising him of the outcome.

     - L. Neudorf advised the board that with the new approved plan the CEO Relationship committee will be working with the CEO to finalize the necessary parameters to present to the board at the next meeting.

  c. "**Board only Feedback" re Policy 3.6.2 (In Camera)**
     - The Board provided feedback to the CEO Relationship Committee to review with the CEO.

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

**Ends Monitoring**
- P. Nietresta introduced the topic.
- A. McLean provided a brief review of the annual monitoring and dashboard reports.
- A. McLean responded to several questions during the board discussion.

10. **Monitoring Board Performance**

- No items for discussion at this meeting.

11. **Information Requested by the Board**

  a. **Board Expense Update**
     - A. McLean reviewed the Board expense for the year-end March 31, 2017. The board budget ended the year with approximately $10K surplus.
- A. McLean provided a short update on the Board's budget to May 20, 2018, for the new operating year.

b. **New HI Jasper Update - Verbal**
- A. McLean provided an update on the latest developments and the sustainability features of the new hostel.
- A. McLean was requested by the board to prepare a written narrative on the sustainability features of the new hostels for the board use.

### 12. Parking Lot

a. Item 1 – Swag
   - A. Mclean led a discussion on branded items.
   - A. McLean to forward options to the board members.

b. Item 2 AGM date and location - final discussion

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

**Summary and Evaluation**
- The directors completed the meeting evaluation survey prior to leaving the meeting.

### 14. Adjournment

- The meeting was adjourned at 12:15pm PDT Sunday, May 27, 2018