



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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE & TIME: Saturday, June 1, 2019, 8:30am – 5:00pm
Sunday, June 2, 2019, 9:00am – 1:30pm

PLACE: HI Edmonton

PRESENT:

Betty LaFave	Chair
Lenore Neudorf	Vice Chair
Kit Keener	Vice Chair
Meghan Trepanier	Director
Peter Nietresta	Director
Curtis Hemming	Director

REGRETS: Kevin Pals, Thomas Heyd, Robb Cryder

GUESTS:

STAFF: Alistair McLean CEO

RECORDER: Alistair McLean CEO

1. Review Previous Meeting Evaluation

- B. LaFave reviewed the April board meeting evaluation.
- Short discussion on comments.
- It was agreed that when directors are sending emails and a decision is required to identify requirement in the subject line.

2. Call to Order

- B. LaFave called the meeting to order at 8:40am MDT.

3. Adoption of Consent Agenda

- B. LaFave reviewed the agenda and reminded the directors that they are approving the consent agenda which includes agenda items 4 & 5.
- There was one change made to the May 05 board meeting minutes.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the Agenda as presented for the June 01-02, 2019 board meeting as amended, is hereby acknowledged and ratified by the Directors of the Association.

4. Attendance

- A. McLean advised all Directors are in compliance.

5. Adoption of minutes of the last board meetings

- A. April 06-07, 2019 Board Meeting Minutes
 - The minutes were approved under the consent agenda.
- B. May 05, 2019 Board Meeting Minutes
 - The minutes were approved as amended under the consent agenda.

6. Ownership Linkage Update

- P. Nietresta provided a short update on the Jasper Hostel Grand Opening contest. We received just over 600 entrants. Winners will be announced once the new date is announced.
- Ownership Linkage Committee will be reviewing the OL plan over the next month and bring a report forward at the next board meeting, October 2019.

7. Board Education

- K. Keener provided a short update on the directors 360 reviews.
- Directors agreed the process was well received and should continue every two to three years.
- The Governance Committee advised they would like to table the discussion on regular meetings with HI Q&O until after the outcome of the merger discussions with HI Atlantic.
- K. Keener reviewed the inventory of the past educational sessions and presented a new list for discussion purposes.
- Discussion around the Board Retreat in September on location and topics.
- M. Trepanier, C. Hemming and P. Nietresta agreed to be part of the Board Retreat workgroup.

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- Different sites were discussed for the board retreat following the 2019 True North AGM.
 - It was agreed to hold it in Vancouver/Bowen Island. Day trip to Bowen Island on the Saturday.

8. Items for Decision

1. Ends

- K. Keener advised that A. McLean had provided data around the value question and had not been reviewed in full detail yet by the Governance Committee.
- P. Nietresta felt that the Governance Committee should analyze the data more and bring a report back to the board at the October meeting. The directors agreed to this.

2. Governance Process

a. Board Calendar Review

- K. Keener reviewed the board calendar.
- The next meeting will be held after the 2019 AGM during the Board Retreat (September 13-15, 2019, where officers will be elected, and committees appointed).
- Later in the agenda, there will be discussion around the monitoring schedule which will adjust the future calendar schedule further.
- It was agreed that the October meeting will be held in Jasper.

b. Audit Committee -Terms of Reference Review

- B. LaFave advised that there are no changes.

c. Governance Committee - Terms of Reference Review

- K. Keener advised that there are no changes

d. Nominations Committee - Terms of Reference Review

- M. Trepanier advised that there are no changes.

e. CEO Relationship Committee - Terms of Reference Review

- B. LaFave advised that there are no changes

f. Ownership Linkage Committee - Terms of Reference Review

- P. Nietresta advised that there are no changes

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- g. True North 2018-19 Audited Financial Statements Report & Approval
- B. LaFave advised the board that the Audit Committee met with the PWC auditors on May 30 and then reviewed the draft audited financial statements for the year ending March 31, 2019, and the auditor's report.
 - It was another clean audit. The auditors did not have any recommendations to make to the committee.
 - B. LaFave asked the CEO to provide thank yous to the Finance group for another great year of work.
 - C. Hemming thanked B. LaFave for her work on the Audit Committee and the PWC meeting along with the board meeting reviews of the quarterly financial statements.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the True North Hostelling Association Audited Financial Statements for the year ending March 31, 2019 as presented, is hereby acknowledged and ratified but the Directors of the Association.

- h. 2019 HI-PM Region Board Slate & Board Elections Update
- A. McLean advised that he has received nomination forms for all the board slate candidates all duly executed.
 - The 2019 call for nominations was issued and we have had a couple of responses that were forwarded to the Nominations Chair for follow-up.
 - To date, we have not received any further duly executed nominations forms.
 - Nominations close on Friday, June 14, 2019.
- i. 2019 HI-Canada Board Election Slate
- B. LaFave directed the board to the HI Canada nominations report.
 - There are five positions up for election, 4 two year terms and 1 one year term.
 - Currently, after the close of nominations, there are only three candidates running for re-election - Per Unheim, Othello Tuason & James Wyatt.
 - B. LaFave advised that there are now up to three potentially further candidates that may be nominated from the floor.
 - B. LaFave provided an update on potential candidates from the floor.
 - M. Trepanier advised that two potential candidates names were identified by the HI PM Nominations Committee for the HI Canada Board. In the end, Cindy Ng has agreed to be proposed as the only candidate.

The directors agreed to propose her name at the 2019 HI Canada NAGM.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board directs the True North Hostelling Association delegate and alternate at the 2019 HI Canada NAGM to nominate Cindy Ng from the floor as a candidate for the 2019/20 HI Canada Board of Directors election, is hereby acknowledged and ratified but the Directors of the Association.

- j. HI-Canada NAGM Motions and Agenda
 - A. McLean reviewed the HI Canada NAGM motions.
 - B. LaFave provided a short review of the Conference program and the HI Canada NAGM agenda.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board directs the 2019 True North Hostelling Association delegate and alternate to vote in favour of the four motions of a) Agenda item 2.0 Approving the Minutes of the 2018 HI Canada NAGM; b) Agenda Item 4.0 Receiving the HI Canada audited financial statements for the year ending March 31, 2019, c) Agenda item 5.0 approve the appointment of PriceWaterhouseCooper LLP as the HI Canada auditors for the year ending March 31, 2020; and, d) vote for Per Unheim, Othello Tuason and James Wyatt in the board election and Cindy Ng who will be nominated by True North Hostelling Association from the floor and John Hutchings if nominated from the floor, is hereby acknowledged and ratified but the Directors of the Association.

- k. 2018 HI PM AGM Location & Presentation
 - A. McLean advised the AGM will be held in Vancouver September 12, 2019, at the Vancouver Lookout.
 - A. McLean inquired whether there has been any discussion on the board of a presenter/presentation at the AGM. It was agreed there will be no specific presenter this year. After the AGM there will be the member mingle and walk about the Lookout.
- l. Presidents' Forum May 08 Call Update
 - B. LaFave provided a short update on the May 08 Presidents' Forum Call.

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- m. Section 3 Policies Reviews - 3.4; 3.4.2; 3.5.5; & 3.5.9
- K. Keener provided an update on the Governance Committee and their recommendations to the four policies sent for review.
 - The directors agreed to keep policy 3.5.9 as is.
 - It was agreed that policy 3.5.5 be changed to 60 days.
 - Policy 3.4.2 was sent to the CEO Relationship Committee for review and a report presented at the October 19-20, 2019 board meeting.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves that policy 3.5.5 be amended to read 60 days as recommended, is hereby acknowledged and ratified but the Directors of the Association.

- n. Section 4 Monitoring Calendar
- K. Keener presented a new monitoring calendar for all 4 sections of the policy manual.
 - There was a discussion around the proposal.
 - It was agreed to implement as presented, try the new process for the next year and assess it at the May 2020 board meeting.
- o. Board Accomplishments for 2018-19 Board Year
- The board discussed their accomplishments of the past board year with the purpose to internally recognize and realize the amount of work done and carried out.
- p. Item 3 Board Meeting Schedule
- The board discussed the 2019/20 board meeting schedule and agreed that the October board meeting would in Jasper on October 19-20, 2019.
 - The future dates and meeting locations of the board meetings in 2020 will be discussed further during the board retreat in September. It is recommended that the May board meeting is held in Vancouver.
- q. HI Atlantic Merger Process Update
- B. LaFave provided an update on the recent initial zoom call meeting with the HI Atlantic Merger Work Group who consist of Jeremy Fowler, David Etherington, Dianne Powell, and Shane Pizzariello.
 - B. LaFave advised the next meeting is face to face and is scheduled for Sunday, June 09, 2019 in Ottawa after the HI Canada NAGM.
 - There was a short discussion around board positions.

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- r. HI Canada Membership Project Update
 - This agenda item was tabled for a future board meeting.
 - s. Trip to Elk Island National Park
 - The board held an educational session at Elk Island National Park on the Saturday afternoon.
 - t. Board Meeting Schedule Review - Reduce/Shorten Meetings
 - K. Keener advised the Governance Committee has looked at the amount and length of board meetings. The committee is not recommending reducing the number of meetings.
 - A short discussion on the recommendation. It was discussed whether the length of the meetings can be reduced where possible.

9. Executive Limitations

- No items for discussion at this meeting

10. Board-CEO Relationship

- a. CEO Bonus Recommendation (in Camera)
 - A. McLean presented the CEO Incentive Plan report and the Ends report to the directors.
 - The board went in camera on Sunday, June 02, 2019 at 10:15am.
 - the Board came out of the in-camera session at 11:00am.
 - The Board went back in camera at 1:00pm.
 - The Board came out of the in-camera session at 2:00pm
- b. Review of CEO Bonus Plan for 2019-20 (In Camera)
 - This agenda item was tabled for a future board meeting.
- c. "Board only Feedback" re Policy 3.6.2 (In Camera)
 - Was part of the in camera session.

11. Monitoring CEO Performance (Ends & Executive Limitations)

- There were no items for this board meeting.

12. Ends Monitoring

- K. Keener advised the Governance Committee had reviewed the End monitoring report from the CEO and would ask follow-up questions during the CEO's presentation of the report.

13. Monitoring Board Performance

- No items for discussion at this meeting

14. Information Requested by the Board

1. Board Expense Update
 - A. McLean provided a review of the 2019-20 board budget as of May 23, 2019.
 - There were no major items identified.
2. New HI Jasper Update - Verbal
 - A. McLean provided an update on the project and outstanding items that need completion before opening on June 03 or 04, 2019
 - Once open there will be the parking lot to pave and the landscaping to be completed.
 - A. McLean advised the temporary septic system should be tied into the new Town of Jasper lift station when it is completed the first week of July.
3. HI Canada NAGM Presentations
 - A. McLean provided information on the two presentations he is making at the HI Canada NAGM in Ottawa June 08, 2019.

15. Parking Lot

- There were no parking lot items for discussion.

16. Self-Evaluation of governance process at this meeting

- the board was sent the meeting evaluation survey link to complete by Tuesday June 04, 2019 at 8:00pm PDT.

17. Adjournment

- The meeting was adjourned at 2:00pm MDT.

Chair

Secretary