



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

BOARD OF DIRECTORS
MEETING SUMMARY

DATE & TIME: Saturday, October 19, 2019, 9:00am – 5:00pm
Sunday, October 20, 2019, 9:00am – 2:00pm

PLACE: HI Calgary and Hyatt Hotel

PRESENT:

Meghan Trepanier	Chair
Peter Nietresta	Vice Chair
Curtis Hemming	Vice Chair
Dave Bentley	Director
Victoria Oppenlander	Director
Kit Keener	Director
Steve Ahluwalia	Director

REGRETS: Lenore Neudorf Director (Sunday PM Only by Tel - NA AGM)

GUESTS:

STAFF: Alistair McLean CEO

RECORDER: Alistair McLean CEO

- 1. Call to order**
 - M. Trepanier called the meeting to order at 9:10am

- 2. Adoption of Consent Agenda**
 - M. Trepanier reviewed the agenda.
 - No changes were made to the agenda.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the board meeting agenda for the October 19-20, 2019 meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

- 3. Review Meeting Evaluation from June 01-02, 2019 & September Board Retreat**
 - Discussion regarding receiving necessary board, CEO and committee documents in a timely manner. It was agreed that at a minimum the CEO is to provide relevant documents to committees 40 days before any Board meeting to allow proper review at committee. Board meeting documents are to be submitted to the CEO 10 days prior to the meeting date for inclusion in the board package.
 - Discussion around quorum minimums for board meetings.
 - M. Trepanier reminded the directors to please advise, as soon known, if one cannot make a scheduled meeting.

4. Adoption of minutes of last meeting

HI PM Region Board Meeting Minutes June 01-02, 2019

- approved under the consent agenda

HI PM Region Board Meeting Minutes of August 06, 2019

- Approved as amended
- P. Nietresta requested wording under member rates and Jasper Council update be reviewed and adjusted as required.

HI PM Region Board Meeting Minutes September 14, 2019

- Approved under consent agenda.

True North AGM Minutes September 12, 2019

- minutes to be revised and brought to the February meeting for approval.

5. Attendance

- A. McLean advised all directors are currently in compliance.

6. Board Education

Not for Profit Status - Margaret Mason

- A. McLean introduced Margaret Mason from Norton Rose Fulbright.
- M. Mason provided an educational session on the Not for Profit Organization & Tax Exemption.
- M. Mason responded to several questions and requests for clarification following her presentation.
- M. Trepanier thanked M. Mason for her presentation.
- Session was 65 minutes.

7. Ends

Review Policy 1.1

- K. Keener provided some background on the Governance Committee discussions around sub end 1.1
- The directors provided comments after a short discussion.
- The Governance Committee will review comments from the board and bring forward a possible revised sub end 1.1 at the February board meeting.

8. Ownership linkage

- C. Hemming provided a report on the Member Meetup held at HI Calgary October 18, 2019.
- It was agreed that the Ownership Linkage Committee is to review the three year plan and report back to the February board meeting.
- The Ownership Linkage Committee to review setting up a member meetup in Edmonton in early 2020.
- Discussion around attempting another membership meetup in Winnipeg and Regina.

- There was a short discussion on how members learn of the newly elected board. It was agreed that a notice should be sent out to members who the new board is for the 2019/20 board year.

9. **Items for Decision**

a. Governance Process

- Discussion around the 2019 AGM held in Vancouver. It was agreed that it was well organized and a decent turnout of members. The venue at the Vancouver Lookout worked very well.
- Next year's AGM will be held in Calgary.

b. Review 2019 and the 2020 Board Election Process - Verbal Discussion

- M. Trepanier provided an update on the current year's nomination process.
- Committee interviewed 8 potential candidates.
- New Nominations Committee will be reviewing timing and dates of the nomination and voting process and report back to the board at the February 2020 board meeting.

c. Review 2019 Board Retreat

- M. Trepanier advised the next board retreat will be held in Alberta following the 2020 AGM in Calgary.
- Directors all found the 2019 board retreat a success.

d. Board Calendar Review

- K. Keener reviewed the upcoming board calendar.
- Discussion around educational programs moving forward. Governance Committee to provide education plan for the rest of the board year as soon as possible to A. McLean
- The next board meeting is February 01-02, 2020 in Tofino, BC. Directors to review personal schedule and advise arrival plans for Nanaimo so transportation can be scheduled.

e. 2019/20 External Monitoring & Direct Inspection Plan

- Governance Committee advised they will be reviewing the affordability sub end and be bringing back recommendations of possible changes and how to monitor it at the February 2020 board meeting.
- There was a discussion around the current budget status.
- K. Keener has discussed a draft monitoring process with AXI for review with the Governance Committee.

f. Update on Progress - Ends 1.3.1 & 1.3.2

- A. McLean provided an update on sub end 1.3.2 on the recent status of a new hostel in Vancouver and the issues with the City of Vancouver development department.
- A. McLean updated the directors on sub end 1.3.1 regarding potential new hostels and locations they are currently investigating. No new affiliate currently is on the radar.

g. Membership Project - Verbal Update

- P. Nietresta advised there was a recent call with the HI PM Region legal counsel to understand any legal implications with the new proposed membership model.
- P. Nietresta also advised there was another call with the HI PM Region Operations team in regard to life member's status and using the then current member rate as the one overnight rate moving forward in the new proposed membership model.
- A. McLean provided an update on the next steps being carried out by the membership work group.
- It was agreed that the board representative be provided a proposal on next steps required and then P. Nietresta can provide a schedule of the HI PM Region board consultation with members.
- P. Nietresta advised he has been working with AXI on a consultation process with members.

h. CEO Ends Interpretations Review

- K. Keener provided an update on the revisions of the CEO Ends interpretations. He advised that all the necessary adjustments have been made by the CEO as requested.
- There was a short discussion around Sub-end 1.1.2 and it was agreed to add in Winnipeg in the interpretation.
- K. Keener requested an update on sub-end 1.1.1 and the status of the plan to be submitted during 2019-20. A. McLean advised it has not been started yet due to other board and operational priorities.

i. International Meetings Update - Verbal update

- A. McLean provided an update on the recent HI CEO meeting in Alicante, Spain
- A. McLean reviewed the upcoming Trilateral meeting agenda that he and P. Nietresta will be attending in New Orleans with HI USA and DJH Germany.
- P. Nietresta advised topics he would be looking to discuss at sidebar chats with the HI USA and HI Q&O representatives.

10. For Purposes of Keeping the Board Informed & Aware

1. Board Expense Update
 - A. McLean walked the directors through the board budget YTD document.
 - A. McLean responded to several questions.
 - A. McLean advised that the Board Budget for 2020/21 needs to be submitted by the end of November.
2. Budget Difference
 - This agenda item was covered under agenda item 8.e Affordability.
3. Jasper Taxation Update
 - A. McLean provided an update on the status of the 2nd proposal put forward to the Mayor of Jasper for comment prior to submission to council.
4. Update on New Partnerships
 - P. Nietresta advised that the Governance Committee will be reviewing the possibility of presenting a new policy or sub-end around linkage between hostels and the local communities at a future board meeting.
 - A. McLean provided information about local initiatives in Jasper.

11. HI Atlantic Merger Update

- M. Trepanier provided a short update on the status of the merger discussions with HI Atlantic.
- M. Trepanier advised the merger work group has completed a draft proposal to HI Atlantic for review by the board.
- The board reviewed the document and provided their comments.
- After further discussion on the financial implications and capital needs of the two Atlantic owned properties and the political landscape of the federation the directors agreed to move forward with the merger and forwarding of the merger proposal to HI Atlantic.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the HI PM Region and HI Atlantic merger proposal dated October 23, 2019 to be presented to the HI Atlantic Region, is hereby acknowledged and ratified by the Directors of the Association.

12. HI C Governance Review

- M. Trepanier provided background information on the governance review that the HI Canada board is organizing.
- After a lengthy discussion the directors agreed that this HI Canada process should continue as planned and directed M. Trepanier to relay this decision at the Presidents' Forum call on October 21, 2019.
- M. Trepanier provided an update on the governance work group after connecting with the HI Canada board president. Each region would choose their reps (non staff) for the governance process with the 3rd party consultant.
- Discussion around the HI PM Region representatives. It was agreed that M. Trepanier, C. Hemming and L. Neudorf would be the representatives and K. Keener would act as the alternate if required.

13. Hostel Network - Update

- A. McLean provided an educational session reviewing all of the hostels in the HI PM Region outlining recent capital improvements and future projects in owned hostels along with general information of the affiliate hostels.
- A. McLean responded to several questions throughout the presentation.
- Session was 40 minutes.

14. Executive Limitations

1. Board - CEO Relationship (In-Camera). The Board went in camera at 9:02am
 - i. CEO Incentive Plan Review
 - This agenda item was discussed during the in-camera session.
 - ii. CEO Compensation Review
 - The agenda item was discussed during the in-camera session.
 - M. Trepanier to forward a memo of the approved increase to Jessica Cerato for processing.

15. Monitoring CEO Performance (Ends & Executive Limitations)

1. Monitoring Section 4 Policies
 - K. Keener provided information on the process and review by the Governance Committee regarding the monitoring of the Section 4 policies 4.1, 4.2 and 4.3.
 - K. Keener walked the directors through the report.
 - During the review the following policies were identified for review by the Governance Committee to come back with recommendations at the February board meeting - 4.1.5; 4.2.6; 4.3.3; and 4.3.4.
 - During the review the following policies were identified for follow up by the CEO by the February Board meeting - 4.1.4; 4.1.6; 4.2.1; 4.2.3; 4.2.6; and 4.3.1.
 - A. McLean to review with BoardPq whether hotlinks are a possibility or other options with Google Docs.
 - In future, reports of non-compliance policies should be listed on a separate document if any.

16. Governance Process

1. Review of August 2019 Financial Statements
 - A. McLean provided an overview of the HI PM Region financial statements as of August 31, 2019.
 - there was lengthy discussion around the revenues and expenses YTD and mitigation that operations has undertaken along with a discussion around hostels rates in the Banff and Vancouver hostels.
 - A. McLean to provide a report to the board by November 30, 2019 of actions being taken by operations to mitigate the current trend in revenues and expenses this fiscal year.
2. 2020/21 Operating Budget Parameters
 - A. McLean provided a power point presentation on the current parameters that are being used by Senior Management during the 2020/21 budget process.
 - A. McLean responded to several questions on the presentation.
3. Review Appointments to the Lake Louise Joint Venture Board
 - A. McLean advised the directors that they need to reconfirm the HI PM Region members of the Lake Louise Joint Venture board.
 - A. McLean advised that currently P. Nietresta, Peter Crisfield and A. McLean are the representatives.
 - The board confirmed the representatives.
 - P. Nietresta inquired whether there would be a special distribution this year. A. McLean advised only the regular distribution would occur.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the following representatives to sit on the HI Lake Louise Joint Venture Board, Peter Nietresta, Peter Crisfield and Alistair McLean, is hereby acknowledged and ratified by the Directors of the Association.

17. HI NA and HI SAHA AGM

- The board adjourned to hold the HI NA and HI SAHA board and AGM Meetings at 1:20pm MDT and reconvened at 1:39pm MDT.

18. Parking Lot

- City of Calgary Naming - Barclay Sisters
- A. McLean provided background information around this process currently happening in the City of Calgary.
- A. McLean proposed that the board agrees to having Administration submit a proposal to the City of Calgary to name a park close to where the Barclay Sisters grew up in their name.
- The directors agreed to this initiative.

19. Self Evaluation of governance process at this meeting

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

20. Adjournment

- The meeting adjourned at 1:55pm MDT October 20, 2019

Chair

Secretary