DATE & TIME: Thursday July 2nd, 2020 6:30pm – 7:30pm

PLACE: Zoom Call

PRESENT: Meghan Trepanier Chair
          Peter Nietresta 1st Vice Chair
          Curtis Hemming 2nd Vice Chair
          Lenore Neudorf Director
          Kit Keener Director
          David Bentley Director
          Victoria Oppenlander Director
          Steve Ahluwalia Director

REGrets: Alistair McLean CEO

STAFF: Robb Cryder COO

RECORDER: Robb Cryder COO

1. Call meeting to Order
   - M. Trepanier called the meeting to order at 6:30pm PDT.

2. Adoption of Consent Agenda
   - M. Trepanier reviewed the agenda.
   - The agenda as set out in Boardpaq was approved as amended.

   ON A MOTION DULY MADE:
   BE IT RESOLVED THAT: The Board approves the July 02, 2020 board
   meeting agenda as presented, is hereby acknowledged and ratified
   by the Directors of the Association.

3. Approval Board Meeting Minutes May 30 – 31, 2020
   - Minutes were approved through the consent agenda.

4. HI Canada Governance Review
   - M. Trepanier provided an update on the last joint meeting with HI
     Q&O and HI Canada.
- M. Trepanier provided highlights of the recent consultant report following the meeting.
- There was a discussion:
  - M. Trepanier explained there are two clear options before the Board. Option 1 that includes One Class of Members. Option 2 which includes Two Classes of Members.
  - K. Kerner expressed concern with the turn discussions had taken.
  - C. Hemming not opposed to either option
  - P. Nietresta initiates a discussion on the term "membership at large."
  - A general concern was that either option could result in a voting deadlock.
  - M. Trepanier feels that either option will be in place for 2 - 3 years, while HI C moves toward being one organization. Highlights that the two options are not drastically different.
  - L. Neudorf expressed support for this vision.
  - Board asks the Governance Committee to continue discussions with HI Q&O and HI C and any decision regarding the options would be brought back to the Board for approval.

5. **COVID-19 Update**
- R. Cryder provided a short update on the current 3 scenarios provided to the officers and the reopening of 13 hostels.
- D. Bentley pointed out that the current bookings were well below those projected in Scenario 1 and said it was important that a thorough review of options occur for September and beyond.
- R. Cryder confirmed that a review will occur and that it is possible that hostels will be closed in the Fall. A critical factor will be whether the federal wage subsidy is extended past August.
- M. Trepanier thanked the staff for creating the projections and for managing through the pandemic including re-opening hostels.

6. **Audited Financial Statements & Audit RFP Recommendation**
- V. Oppenlander provided an update of the Audit committee's recent meeting with PWC regarding the 2020 audit for the year ending March 31, 2020.
- V. Oppenlander provided a short overview of the audit and results.
- V. Oppenlander responded to several questions.
- P. Nietresta expressed concern about the possible future impairment of HI Edmonton if the hostel's financial performance fails to improve.
- P. Nietresta asked about the Loss on Disposal of Capital Assets. R. Cryder explained that the expense represents the decommissioning of the old HI Jasper.
The Board approved the year end audit as well as for presentation to the members at the 2020 AGM.

V. Oppenlander also advised the board that the Audit RFP process is complete and the Audit Committee received three proposals from the five packages issued. The committee has evaluated the proposals and provides the recommendation of awarding the job to KPMG subject to the approval of the members at the 2020 AGM.

V. Oppenlander responded to several questions from the directors.

ON A MOTION DULY MADE:
BE IT RESOLVED THAT: The Board approves the audited financial statements as prepared by Price Waterhouse Cooper for the year ending March 31, 2020 as presented and for presentation to the Members at the True North Hostelling Association’s 2020 Annual General Meeting, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE:
BE IT RESOLVED THAT: The Board approves the Audit Committee’s recommendation to award KPMG as the Association’s new auditor and for presentation and approval by the membership at the True North Hostelling Association’s 2020 Annual General Meeting. This appointment would commence with the financial operating year ending March 31, 2021, is hereby acknowledged and ratified by the Directors of the Association.

7. Board Budget

V. Oppenlander advised that the Audit Committee has reviewed the 2020-21 Board budget approved back in February 2020. Considering the current financial situation of the Association the committee provides the revised budget attached in the board package.

V. Oppenlander presented the revised budget.

P. Nietresta asked to budget three flights ($750 each) from Halifax in case the Atlantic – PM merger proceeds. The Board supported this suggestion.

ON A MOTION DULY MADE:
BE IT RESOLVED THAT: the Board approves the revised board budget for the remainder of the 2020-21 operating year as amended, is hereby acknowledged and ratified by the Directors of the Association.
8. **Board Retreat & 2020 Virtual AGM**
   - V. Oppenlander provided an update of what the Board Retreat work group has tentatively planned.
   - The work group recommended that the board look at changing the date of the 2020 AGM from September 18, 2020 to September 17, 2020
   - After a short discussion it was agreed to change the AGM date to September 17, 2020

   **ON A MOTION DULY MADE:**
   **BE IT RESOLVED THAT:** The Board approves the revised date for the 2020 True North Hostelling Association Virtual Annual General Meeting of September 17, 2020, is hereby acknowledged and ratified by the Directors of the Association.

9. **Acting CEO & CEO Vacation - In Camera**

10. **Adjournment**
    - The Meeting was adjourned at 7:50pm PDT.

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Chair                  Secretary