DATE & TIME: Saturday April 4, 9:00am – 12:30pm  
Sunday April 5, 9:00am – 12:30pm

PLACE: Zoom Meeting

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

REGRETS:

GUESTS:

STAFF:  
Alistair McLean CEO  
Robb Cryder COO

RECORDER: Alistair McLean CEO

Meeting Evaluation
- M. Trepanier reviewed the meeting evaluation from the February 02-03, 2020 board meeting.
- M. Trepanier noted from the evaluations that we need to be mindful that we use a policy governance model as we seemed to get too deep at times into operations last meeting. As well, we need to be cognizant of the agenda timeline and finally, we need to be mindful of the priorities our owners have expressed to us through various feedback mechanisms.

1. Call meeting to Order

- Meghan called the meeting to order at 9:05 PDT.
2. Adoption of Consent Agenda  
   - M. Trepanier reviewed the meeting consent agenda and reminded the directors they are approving a consent agenda which includes agenda items 3, 4 and 5.  

   **ON A MOTION DULY MADE:**  
   **BE IT RESOLVED THAT:** The Board approves the board meeting agenda for the April 04-05, 2020 meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

3. Attendance  
   - A. McLean advised that are Directors are in compliance.

4. Adoption of minutes of last meeting  
   a. February 01-02, 2020 Board Meeting  
      - Minutes were approved under the consent agenda.  
   b. March 17, 2020 Emergency Board Meeting  
      - Minutes were approved under the consent agenda.  
   c. April 02, 2020 Emergency Board Meeting  
      - Minutes were tabled for approval at the May Board meeting.

5. Governance Process & Decisions  
   1. COVID-19 Update & Outcomes  
      - A. McLean directed the directors to his report on the COVID-19 update in the board package. A. McLean provided an overview of the report.  
      - Lengthy discussion around the reopening of the hostels under the recovery plan. The board was advised that hostels will open on a staggered basis and some may not open at all until the 2021 high season.  
      - A. McLean and M. Trepanier provided an update on the status of HI Q&O and HI Atlantic.  
      - A. McLean answered questions around the current staffing levels in the hostels and regional office.  
      - A. McLean provided an update on alternate uses of our owned hostels during this pandemic. K. Keener inquired about HI Calgary. A. McLean advised he has made connections with the South Zone of Alberta Health Services. This property is a key gateway and would be one of the first being considered to reopen.  
      - R. Cryder presented the six month forecast of Revenues, Expenses and Cash Flow and responded to several questions.  
      - D. Bentley raised the concern of the need to stagger reopening of hostels and thus cash flow supporting what management had presented.
- L. Neudorf thanked R. Cryder and A. McLean and asked to pass her appreciation on to the staff for their time and effort everyone has put into this crisis so far and keeping the Board up to date and the Association afloat.
- C. Hemming provided a comment on the location of our COVID-19 update button on the website and staff will review with Marketing.
- D. Bentley raised the point whether the Board needed to set three or four guiding principles around the recovery plan of the Association such as survive the pandemic by preserving cash, planning for reopening and implementing a coms plan.
- It was agreed that the Ownership Linkage Committee would coordinate regular notices to our members managing member expectations as we move forward to reopen on a staggered basis and would communicate from a governance perspective

2. **2020-21 Financial Outlook**
   - See previous agenda item minutes

3. **2020-21 Strategic Plan**
   - A. McLean presented the 2020-21 Strat Plan with a caveat that in the past month there will be certain things in the plan not to be carried out most probably in the budget year due the current situation and cash availability.
   - D. Bentley stated that under the current situation a major portion of this will not be carried out or met but is a guideline for decisions.
   - P. Nietresta made a comment on community events that we should be require more than one such event per hostel. A. McLean advised that under this category we are measuring events we are directly involved in or hold at our properties. There are many other community events we may sponsor through donations, overnights etc. that is not covered here.
   - C. Hemming asked about a self-check-in kiosk trial for the front desk. R. Cryder provided an update on our PMS provider and the delay in our trial. YHA Australia is currently carrying out a trial at one of their Sydney properties.

4. **Review of Latest Financial YTD Statement**
   - A. McLean reviewed the latest financial statement for the month ending February 29, 2020 and responded to questions.

5. **Presidents' Forum Call March 26, 2020 Update**
   - M. Trepanier provided an update from the Presidents Forum Call of March 26, 2020.
- It was an unscheduled call by the HI Canada President due to the COVID-19 crisis.
- On the governance side P. Harrison advised that the HI Q&O board is scheduling weekly board meetings as needed during the crisis. He also advised he is waiting for a financial forecast next week from his Executive Director.
- HI Atlantic has scheduled their AGM May 11 and will hold a vote on the merger with our region at that time. J. Fowler advised he did not have financial timeline information to provide.
- HI Canada advised that the CED had reviewed the HI Canada 2020/21 budget earlier in the week and were suspending most projects and would be presenting the revised budget and recommendations to their board that coming weekend.
- Regarding the NAGM it has been delayed and a new location will be chosen, or it may be done as a virtual meeting.
- D. Bentley raised the question whether there was any discussion around sharing resources and funds between regions.

6. HI-Canada Board - Governance Review Update
- M. Trepanier provided a review of the meeting held in Toronto on March 07, 2020 with representatives from HI Q&O and the HI Canada Board.
- The HI PM attendees were M. Trepanier, L. Neudorf, C. Hemming and K. Keener.
- A full day session was held discussing the different governance models from the previous calls.
- Next stage is to receive comments and further recommendations back from the boards on the different models and to meet again.
- There was also time spent discussing a dispute resolution process and the concept of directors at large as part of the board make up.
- There was a lengthy discussion around the different models presented and the different discussions at the Toronto meeting.
- At the end of the day the work group felt there was a real sense of unity and an increase in trust among the two regions.
- Short discussion around the next meeting and possible interim online call with HI Q&O board/reps.

7. HI Atlantic Merger Update
- M. Trepanier provided a short update on the call with A. McLean, J. Perreault and P. Harrison on an interim agreement between the two regions before the HI Atlantic merger is fully finalized and before a new governance structure and HI Canada bylaws are agreed to.
- There was a discussion around the merger next steps and the draft interim agreement under the current crisis and what it means while we are all in a survival mode.
- A. McLean advised that draft bylaws have been created and are being reviewed by a Nova Scotia lawyer along with board and member resolutions.
- D. Bentley requested that we should ask HI Atlantic to provide a six month financial forecast to better understand their current situation under the COVID-19 crisis.
- A. McLean provided an overview of the Interim Agreement and after a short discussion the Board agreed for the CEO to proceed to finalize the agreement with HI Q&O.

8. CEO Executive Search Update - IN CAMERA
- The Board went In Camera at 9:00am PDT
- D. Bentley reviewed the RFP process for the recruitment of a new CEO.
- The Board discussed the timeline of the RFP selection process and agreed to complete the process of evaluating the RFP submissions, but postponed awarding a contract until a later time when there is more certainty around the normalization of business, which has been significantly disrupted by the COVID-19 pandemic.

9. Board Calendar Review & Governance Committee Update
- K. Keener reviewed the board calendar.
- Next meeting is May 30-31, 2020 scheduled for Vancouver.
- V. Oppenlander raised whether the May meeting will be a zoom call.
- M. Trepanier advised at this time, it looks like it will be a Zoom Call, and no one should be making any travel arrangements.
- A. McLean reminded the Committee Chairs they need to review their committee terms of reference for the next meeting.

10. 2020 HI-Canada NAGM & Board Nominations & Regional Agreement Approval
- A. McLean advised the Board that the Regional Services Agreement expired March 31, 2020 and is an automatic renewal unless the directors had an issue with continuing.
- The directors agreed to continue for another year. A. Mclean was asked to advise the HI Canada President.
- After a short discussion of the HI Canada National Board elections it was agreed for M. Trepanier to contact P. Unheim to understand the HI C Board Slate and skill sets they are looking at for further nominations.
11. HI Canada National Recognition Program
   - Agenda item tabled to the May board meeting.
   - L. Neudorf to request info on the identified categories for this year from C. Roch-Hanson.

12. 2020 HI-PM Region Board Election Update
   - P. Nietresta provided an update on the Nominations Committee's activities.
   - P. Nietresta reviewed the revised timelines for the 2020 Board of Directors election and advised that the timelines were reviewed by our legal counsel to ensure compliance with our bylaws and the Canada Not-for-Profit Corporations Act.
   - The Board reviewed the Nominations Committee report and recommendations around the Director candidate slate for the upcoming 2020 Board elections. Members of the committee provided additional context around the process and the candidates and answered questions from the Board.

   **ON A MOTION DULY MADE**

   **BE IT RESOLVED THAT:** The Board approves Steve Ahluwalia, Dave Bentley, John Harrop, Jeff Badger, Ivan Somlai, and Krystal Kehoe as the Board endorsed slate of candidates for the 2020 True North Hostelling Association Director election, is hereby acknowledged and ratified by the Directors of the Association.

13. 2020 HI-C NAGM Attendance & Delegate
   - M. Trepanier advised that the HI Canada NAGM has been postponed.
   - The NAGM will be moved to a city in central Canada to reduce costs.
   - HI Canada has suggested the weekend of August 29-30 in Toronto for consideration.
   - Discussion around the delegate and alternate delegate for the NAGM as well as other observers to the conference.
   - After further discussion it was agreed that the meeting should be before September 18 (HI PM AGM), suggest alternate online meeting, and to locate it somewhere where it is convenient to get to and also cost effective. The suggested August 29-30, 2020 date works. M. Trepanier to advise P. Unheim.

14. 2020 HI-PM Region Board Election Documents
   - A. McLean presented the draft call for nominations form for the 2020 Board of Directors election for approval by the board.
   - A. McLean advised this will be updated with the board slate information.
- P. Nietresta commented that we should look at reformatting with the information about the board slate at the top with some new wording. P. Nietresta to provide wording and layout changes to A. McLean.

15. 2020 HI-PM Region AGM Motions
- A. McLean advised that the Board needed to approve the motions for the 2020 AGM for the members received the approved audit financial statements for the year ending March 31, 2020 and the approval of the auditors for the year ending March 31, 2021.
- A. McLean reviewed the two motions.

ON A MOTION DULY MADE:
BE IT RESOLVED THAT: The Board approves the two motions for the 2020 True North Hostelling Annual General Meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

16. Affordability Survey - Update
- K. Keener advised that P. Nietresta, Curtis Hemming and himself had a call with W. Amundson to discuss the affordability survey setup.
- Since that meeting W. Amundson has called back and suggested that the survey be put on hold during the COVID-19 crisis as it is insensitive to proceed, and the results may not be reliable.
- Board agreed with suggestion to delay the survey.

17. Board Investment Policy - Update
- K. Keener advised that the Governance Committee had reviewed the current guidelines that management operates under. The committee agreed with the guidelines and these will be attached to the policy manual for reference. To be discussed further in agenda item 19.

18. Section 2, and 3 Monitoring/Review Report
- K. Keener advised that the Governance Committee has reviewed the Section 2 monitoring report.
- K. Keener reviewed the report from the committee. It was agreed that future surveys will require questions to be answered before one can move on.
- The following policies were identified for further review by the committee and to report back to board at the May 30-31, 2020 board meeting. Policies 2.3.12; 2.7; 2.8.2; 2.9.6; 2.9.7; 2.13.3.4.
- Discussion around a future board education session on bylaws at the October 2020 board meeting. The Governance Committee is to organize.
- The Ownership Linkage Committee to review policy 2.9 with a view to enhancing communication with members
- There was a discussion of a board picture (individual directors) and welcome note at each hostel. The Governance Committee to provide Operations with the wording. This will be coordinated after the new board is elected in September 2020.
- Short discussion around the website in reference to policy 2.10.3. A. McLean to discuss with S. Sy in changing the word "about" to "Regional Information" or similar.
- K. Keener presented the Section 3 report from the Governance Committee.
- After a short discussion it was agreed to delete policy 3.5.9 from the Board Policy Manual.
- It was agreed that Policy 3.7.5 would be amended by removing the word "formal"

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT:** The Board approves the deletion of Policy 3.5.9 from the Board Policy Manual, is hereby acknowledged and ratified by the Directors of the Association.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT:** The Board approves the deletion of the word "formal" in Policy 3.7.5 in the Board Policy Manual, is hereby acknowledged and ratified by the Directors of the Association.

19. Review Section 4 Policies sent for Review 4.1.5; 4.2.6; 4.3.3 & 4.3.4 and Review of Policy 4.4.2.1 Interpretation
- K. Keener presented the Section 4 policy review report.
- It was agreed that policy 4.1.5 will remain as is.
- Policy 4.2.6 was tabled until the May board meeting. A. McLean to request feedback from legal counsel on the potential change.
- Policies 4.3.3 and 4.3.4 it was agreed to remove "Quarter" and replace with "fiscal year" in each of the policies to reflect the actual practice.
- Policy 4.4.2.7 it was agreed to add the following wording "as attached to this manual" at the end of the sub policy.
- K. Keener to forward an updated version of the "Association Investment Policy" to A. McLean to be incorporated into the Board Policy Manual.
- K. Keener advised the Governance Committee had not reviewed the CEO interpretation of policy 4.4.2.1 and requested it be tabled until the October Board meeting.
ON A MOTION DULY MADE:
BE IT RESOLVED THAT: The Board approves the deletion of the word "quarter" to be replaced by the words "fiscal year" in Policies 4.3.3 and 4.3.4 in the Board Policy Manual, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE:
BE IT RESOLVED THAT: The Board approves the addition of "as attached to this manual" at the end of policy 4.4.2.7 in the Board Policy Manual, is hereby acknowledged and ratified by the Directors of the Association.

20. Ownership Linkage Update
- C. Hemming provided a short update that the member meetups have been impacted by the COVID-19 crisis and are on hold currently.
- P. Nietresta suggested that maybe the Ownership Linkage Committee could look at the possibility of a remote/online member meetup in the future with the additional benefit that this could be accessible to everyone across the region.
- C. Hemming advised that due to the current circumstances the affordability survey is postponed and is planned to also include some further linkage questions.
- There was a discussion around more Board engagement with members in general and about COVID-19. OL Committee to create message and coordinate with Operations on a governance-based message including timing of distribution.

21. HI Canada Membership Project Update
- P. Nietresta advised that C. Hemming and himself have held phone calls with Members and Life Members and have not received any significant concerns from these calls.
- A report was sent to G. Millar highlighting a few comments received and need to address these in the process.
- COVID-19 has delayed the final portion of the consultation. Discussion around when to send out the last piece to members.
- Operations to coordinate time with P. Nietresta.

22. 2020 Annual Report - Board Inclusions
- A. McLean reminded the Board that we require a submission for the Annual Report from the Governance and Ownership Linkage Committees by the end of May 2020.
- A. McLean advised the committee chairs that they could find copies of the previous year reports on the website.
23. **Ends 1.3.1 and 1.3.2 Report**
   - A McLean provided an overview of his update report on Ends 1.3.1 and 1.3.2.
   - M. Trepanier and P. Nietresta both commented on how pleased and impressed they were with the work that had been carried out on the affiliate program since the February board meeting. Kudos to R. Cryder and G. Millar.

24. **Brian Kelly Donation Project Update**
   - As a follow up to the February board meeting, A. McLean provided a report on the two different options for the funds donated in the name of Brian Kelly.
   - After some discussion it was decided by the Board to spend the initial funds on an enhanced firepit at HI-Jasper this spring and the remaining funds towards a larger sauna at the hostel later in the year when other funds become available.

25. **TIABC Conference March 04-06**
   - A. McLean referred the Board to his report on the recent TIABC conference he attended in Victoria in early March.
   - A. McLean provided an overview of the COVID-19 special sessions and responded to a few questions.

6. **Self-Evaluation of governance process at this meeting**
   - The directors were reminded to complete the meeting evaluation survey. Advised with the current conditions the scheduled May board meeting will most probably be another Zoom call. The directors are not to make any travel arrangements at this time for this meeting.
   - M. Trepanier asked the directors to advise A. McLean of all flight credits due to the cancellation of flights for this meeting.
   - M. Trepanier thanked A. McLean and R. Cryder for what they have done over the past six weeks during this difficult time and to express the Board's thanks to all the staff as well.

7. **Adjournment**
   - The meeting adjourned at 1:02pm PDT.