



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

**BOARD OF DIRECTORS  
MEETING SUMMARY**

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**DATE & TIME:** Saturday February 01, 9:00am – 5:00pm  
Sunday February 02, 2020, 9:00am – 12:00pm

**PLACE:** Tourism Tofino Meeting Room

**PRESENT:**

Meghan Trepanier	Chair
Peter Nietresta	1 <sup>st</sup> Vice Chair
Curtis Hemming	2 <sup>nd</sup> Vice Chair
Kit Keener	Director
Lenore Neudorf	Director
Victoria Oppenlander	Director
Steve Ahluwalia	Director
David Bentley	Director

**REGRETS:**

**STAFF:**

Alistair McLean	CEO
Robb Cryder	COO

**RECORDER:** Alistair McLean CEO

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**1. CEO Recruitment Process**

- L. Neudorf advised with the recent announcement by Alistair of his upcoming retirement at the end of September 2020, it would be beneficial to have a short presentation on external recruitment.
- L. Neudorf introduced Ardyce Kouri, of Leaders International, who provided a short overview of the benefits of using an external recruitment company, the different steps in the hiring process and options that the Board should consider.
- Top 5 criteria to consider for an recruitment firm: track record in not for profit search experience; who is leading and working on the search; a firm that has a presence in a number of communities; the firm's research process; should be tied in with a headhunting approach going after candidates; one also needs to feel connected and have trust with the firm and lead consultant.
- Another issue to include in the search agreement is a guarantee by the search firm if the candidate does not work out or leaves in the first year.
- Search firm compensation is usually a percentage of the annual salary. Leaders International also uses a fixed fee for not for profits. The search fee is a one- time expense and usually paid in 3 installments.
- Salary survey is included in the search fee.

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- A normal search timeline - 8 to 12 weeks minimum plus notice the final candidate needs to provide his/her current employer.
  - L. Neudorf thanked Ardyce Kouri for her time and information
  - The Board Education session lasted 20 minutes.
  - The Board is to form a CEO Search Committee and commence the process in the coming months including issuing a RFP for an executive search firm.
- 2. Meeting Evaluation - October 19-20, 2019**
- M. Trepanier reviewed the meeting evaluation from the October 19-20, 2019 Board meeting.
  - A lot of positive comments.
  - Discussion around the improvement seen in providing Board documents within the set timelines.
- 3. Call to Order**
- M. Trepanier called the meeting to order at 9:40am PST.
- 4. 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 February 01-02, 2020 meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.
- 5. Attendance Review**
- A. McLean advised the Directors are in compliance.
- 6. Adoption of minutes of last meeting**
- a. September 12, 2019 AGM
    - The minutes of the September 12, 2019 AGM were approved under the consent agenda.
  - b. October 19-20, 2019 Board Meeting
    - The minutes of the October 19-20, 2019 Board meeting were approved under the consent agenda.
- 7. Ownership Linkage**
- Update - Three Year Plan**
- C. Hemming presented the draft three-year Ownership Linkage Plan for 2019-2022 for review and comment.
  - Discussion around how best to implement the proposed survey in the plan.
  - It was agreed that the OL Committee would consult further with Operations in regard to the survey.
- ON A MOTION DULY MADE**
- BE IT RESOLVED THAT:** the Board approves the three year Ownership Linkage plan for 2019-22 as presented, is hereby acknowledged and ratified by the Directors of the Association.

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**8. Board Education**

**Regional & Local Partnerships and OTA pros & Cons and effect on budget**

- A. McLean introduced Shelby Sy and her presentation.
- S. Sy provided an informative educational session on regional and local partnerships, marketing initiatives and OTA's in the region.
- M. Trepanier thanked Shelby for her presentation.
- Educational session was 70 minutes.

**9. Ends**

No agenda items for this meeting.

**10. Items for Discussion**

**1. Governance Process**

**a. Board Calendar Review**

- K. Keener reviewed the current Board calendar.
- The next Board meeting is at HI Banff on April 04-05, 2020 where there will be a joint meeting with the HI Canada Board on the Saturday afternoon.

**b. 2020/21 Audit Program and Fees**

- V. Oppenlander presented the 2020 audit plan and fees for approval by the Board.
- V. Oppenlander advised the audit fees have increased just over 2% which is in line with inflation, but noted that due to the requirement by CRA to now file a T-2 on top of the T-1044 for each entity there is a new fee for this preparation and filing.
- This is the final audit year to be carried out by PWC.
- V. Oppenlander responded to several questions.
- The Board approved the audit plan as presented

**ON A MOTION DULY MADE**

**BE IT RESOLVED THAT:** the Board approves the PriceWaterhouseCooper LLP 2020 audit plan and fees as presented, is hereby acknowledged and ratified by the Directors of the Association.

**c. Board Election 2020 Update**

- P. Nietresta advised the Nomination Committee has met to start the planning of the 2020 Board election.
- All Directors have advised the Committee of their intentions with one Director to provide a final decision within the month.
- M. Trepanier and L. Neudorf will not be running this year.
- Currently there will be four positions up for election. D. Bentley and S. Ahluwalia will be running. To have a Board election this year it will require an additional three candidates.
- The Committee will be reviewing the nomination and election timing during February.
- There was a discussion around the need of bilingual candidates, and it will be added to the Board skill matrix.

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**d. Set Board Size for 2020/21**

- P. Nietresta advised that the Board needs to set the size of the Board of Directors for the following Board year of 2020/21.
- With the amount of work projected for next year and the terms of a few experienced Directors ending, the recommendation would be to remain at eight.
- After a short discussion the Board agreed to the recommendation.

**ON A MOTION DULY MADE**

**BE IT RESOLVED THAT:** the Board approves to set the size of the Board of Directors at eight for the 2020-21 Board year, is hereby acknowledged and ratified by the Directors of the Association.

**e. HI-Canada Membership Project Update**

- P. Nietresta provided a short update of the work done in the past few months and referred the Directors to the guide in the Board package.
- P. Nietresta advised that C. Hemming and himself have just completed calls with ten HI PM Region members obtaining feedback on the new proposed membership plan.
- C. Hemming provided a synopsis of the call research.
- There was a good response and positive experience for the 10 members consulted. An age range of 20-70 years of age with regional representation.
- The process should be completed by the end of February and P. Nietresta will submit a short report to the Board and schedule a Board zoom call to receive direction moving forward in this national process.

**f. Review of Latest Financial YTD Statement**

- A. McLean reviewed the most recent financial statements dated December 31, 2019.
- A. McLean and R. Cryder responded to several questions around the current results.

**g. Review Section 4 Policies sent for Review 4.1.5; 4.2.6; 4.3.3 & 4.3.4**

- K. Keener advised the Governance Committee had decided that they will provide a report on all Section 4 policies identified for review at one time at the next Board meeting in Banff in April.

**h. New Policy 4.4.2.1 re: local communities**

- K. Keener advised that the Governance Committee had discussed a new policy on local markets/partnerships, and they are introducing a new draft policy 4.4.2.1 for Board consideration.
- P. Nietresta presented the draft policy. The Board agreed to implement it.
- CEO to provide a monitoring interpretation to the Governance Committee by the first week of March.

**ON A MOTION DULY MADE**

**BE IT RESOLVED THAT:** the Board approves the new policy 4.4.2.1 Operate the Association without a significant focus on

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the development of strategic and operational partnerships in the region with non-profits, educational institutions, recreational and other similar organizations in order to increase the profile of the Association, strengthen our presence in local communities and to reduce risks associated with an over reliance on international visitation, is hereby acknowledged and ratified by the Directors of the Association.

**i. Strategic Plan for 2020-21**

- A. McLean presented the strategic plan for the operating year 2020-21. Due to a technical difficulty the 2020/21 plan is to be forwarded to the Directors by February 03, 2020.

**j. 2020-21 HI-PM Region Operating & Capital Budgets**

- A. McLean and R. Cryder presented the operating and capital budgets for the 2020-21 operating year.
- Lengthy discussion around rates and affordability.
- P. Nietresta proposed a draft resolution regarding Operations redoing the budget based on a zero-based budget. After further discussion it was agreed the Board would not proceed with the motion and the Board is stepping back, to discuss and agree to what affordability is and how the Sub Ends in section 2 are in potential competition of each other.
- K. Keener advised that the Governance Committee had been in discussion with AXI in regard to carrying out a member survey around affordability and received approval to move forward on this project at a maximum fee of \$5,200.
- It was agreed that the Governance Committee would take this topic away and report back to the Board at a future meeting.

**k. 2020-21 Board Budget**

- V. Oppenlander presented the 2020-21 Board budget. She advised that the Committee Chairs had provided feedback and the necessary adjustments made.
- After further discussion regarding the need for the CEO executive search the Board approved funds to be added to a revised Board budget in the total amount of \$131,630.

**ON A MOTION DULY MADE**

**BE IT RESOLVED THAT:** the Board approves the Board budget for the 2020-21 operating year in the amount of \$131,630 as amended, is hereby acknowledged and ratified by the Directors of the Association.

**l. 2020 AGM Location**

- A. McLean advised that the 2020 AGM is scheduled for Calgary, Alberta.
- P. Nietresta advised the Nominations Committee has looked at different dates and options for the meeting. There was a discussion on the date for the AGM. It was agreed to be held on Friday, September 18, 2020.
- P. Nietresta advised of several possible sites in Calgary. D. Bentley is to look into the McDougall House and provide the information to P. Nietresta.

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- P. Nietresta to update the Board at the April meeting.

**m. HI Atlantic Merger Update**

- M. Trepanier provided an update on the merger process since the October Board meeting.
- M. Trepanier advised that the HI Atlantic Board just advised that they have approved the HI PM Region merger proposal and agreed to move forward to present a merger resolution(s) to their members for final approval.
- There was a discussion around the next steps and the issue around the complication of finalizing this with the current HI Canada governance issue.
- It was agreed that M. Trepanier would have a meeting with P. Harrison in Vancouver next week while he was there and a follow up meeting if required with P. Harrison, J. Perreault and A. McLean.

**n. HI Canada Governance Review Project Update**

- M. Trepanier provided an update on the National Governance review process since the October Board meeting.
- M. Trepanier advised the next face to face meeting is now set for March 07, 2020 in Toronto.
- There was a discussion around the HIC's consultant's initial report following their initial meetings with the regions.

**o. End 1.2.1 Governance Committee Report**

- K. Keener provided an update on the Section 4 monitoring report and thanked staff for the new monitoring report layout and links.
- K. Keener advised that the Governance Committee had met with our consultant AXI to discuss End 1.2 and the affordability issue and the possibility of a member survey.
- The maximum cost of this survey being carried out would be \$5,200.
- The Board discussed the different options and agreed to move forward with the survey addressing more than just the affordability issue.

**ON A MOTION DULY MADE**

**BE IT RESOLVED THAT:** the Board approves funds to a maximum of \$5,200 for a member survey by AXI in regard to End 1.2.1 and other related Ownership Linkage issues, is hereby acknowledged and ratified by the Directors of the Association.

**p. Brian Kelly Family Donation**

- P. Nietresta reminded the Directors that Brian Kelly's brother, Pat Kelly, had donated \$5,000 in Brian's name to be used on a capital project at the new HI Jasper.
- There was a discussion around possible uses of the funds for an upgraded firepit, or an upgraded sauna. A. McLean to investigate the two options.

**b. HI Canada Awards Program**

- L. Neudorf advised that the HI Canada Nomination Committee recently met and discussed a revamp of the HI Canada Awards program.

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- L. Neudorf presented the draft proposal and asked for feedback from the Directors.
  - There was a discussion on the proposal and the Board agreed to support trying this new approach.

## **2. Executive Limitations**

- No items for this meeting

## **3. Board-CEO Relationship**

### **a. CEO Bonus Plan & Travel Expenses - IN CAMERA**

- The Board went in camera at 9:50am PST.
- The Board came out of the in-camera session at 10:30am PST.
- M. Trepanier advised that there was a Search Committee formed of M. Trepanier, C. Hemming, P. Nietresta and D. Bentley (as Chair).
- The Board agreed to suspend Policies 3.4 and 3.5 until the executive search is completed except that policy 3.5 will continue to apply to the current CEO until September 30, 2020.

#### **ON A MOTION DULY MADE**

**BE IT RESOLVED THAT:** the Board approves the suspension of Policies 3.4 and 3.5 during the CEO executive search however section 3.5 will continue to apply for the existing CEO until September 30, 2020, is hereby acknowledged and ratified by the Directors of the Association.

## **12. Monitoring CEO Performance (Ends & Executive Limitations)**

### **1. Monitoring CEO Performance**

#### **a. Section 4 Monitoring 4.4; 4.5; 4.6 & 4.7**

- K. Keener advised the Board that the Governance Committee have reviewed the monitoring report from the CEO. Policy 4.6.3 was identified as non-compliant.
- The CEO is to update the monitoring report and forward to the Governance Chair.
- K. Keener reviewed the flagged policies. (see notes in the Board package)
- K. Keener advised the Committee was pleased by the quality of the report.
- There was a discussion around the need for an investment policy being developed as referred to in policy 4.4.2.6. Governance Committee to review and bring back to the April Board meeting. A. McLean advised management was following the policy that was in place prior to the revision to all the Section 4 policies in 2017/18.
- No policies were identified for further review.

#### **b. Ends 1.3.1 and 1.3.2**

- A. McLean and R. Cryder presented the report on Ends 1.3.1 and 1.3.2.
- This is to become a living report moving forward.
- Operations were requested to look at alternatives for a small property in Winnipeg and will provide a more fulsome report in April including follow up on a number of affiliate leads.

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**13. Monitoring Board Performance**

**Section 3 Monitoring**

- K. Keener advised that the Governance Committee has reviewed the results of the Section 3 monitoring and there were no policy issues identified for review.

**14. Information Requested by the Board**

**Board Expense Update**

- A. McLean reviewed the Board budget YTD as of January 15, 2020.
- The Board is currently \$19K below budget YTD mainly due to the Special Project line Board item that has not been implemented yet.

**15. Barclay Sister Update**

- A. McLean advised the Directors of the steps that have been taken to date with the City of Calgary and asked if the Board had any issue if we nominated the Barclay sisters for the Calgary School District Legacy Award as well.
- The Directors agreed to the school district nomination.

**16. Parking Lot**

- No items for this meeting.

**17. Self-Evaluation of governance process at this meeting**

- The Directors were reminded to complete the online meeting evaluation survey as soon as possible.

**18. Adjournment**

- The meeting was adjourned at 12:00pm PST.

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**Chair**

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**Secretary**