



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

BOARD OF DIRECTORS
MEETING SUMMARY

DATE & TIME: Saturday, May 30, 2020, 9:00am – 1:00pm
Sunday, May 31st, 2020, 9:00am – 1:00pm

PLACE: Zoom Call

PRESENT:

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

REGRETS:

STAFF:

Alistair McLean	CEO
Robb Cryder	COO

RECORDER: Alistair McLean CEO

1. Review Previous Meeting Evaluation

- M. Trepanier reviewed the meeting evaluation results from the April 04-05, 2020 board meeting.
- M. Trepanier raised the following points regarding board education sessions, using zoom for meetings and the board budget moving forward.
- It was agreed that the Governance Committee would look at possible separate education sessions instead of during zoom meetings.

2. Call meeting to Order

- M. Trepanier called the meeting to order at 9:04 am PDT

3. Adoption of Consent Agenda

- M. Trepanier reviewed the meeting consent agenda and reminded the directors that 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 May 30-31, 2020 meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

4. Attendance

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

5. Adoption of Minutes of the last board meetings

- a. April 02, 2020 Board Meeting Minutes
 - Minutes were approved under the consent agenda.
- b. April 04-05, 2020 Board Meeting Minutes
 - Minutes were approved under the consent agenda.
- c. April 28, 2020 Board Meeting Minutes
 - Minutes were approved under the consent agenda.

6. COVID-19 Update

- A. McLean provided a short overview of the reports provided in the board package.
- R. Cryder further highlighted the wage subsidies and hostel lease extensions and the roles they play in keeping the association financially viable.

M. Trepanier asked how do dorms at the new suggested 50% occupancy (1 person per bunk) relate to reduced occupancy of only 40%. R. Cryder provided a response on how this occurs and the new baseline.
- K. Keener asked questions about the CEO retirement date and taking the temperatures of guests when we reopen the hostels.
- A. McLean advised that yes, he is still scheduled to retire at the end of September 2020. Regarding taking guest temperatures we have not finalized this protocol as we continue to watch what is happening elsewhere and receive the final provincial guidelines. A. McLean advised we have thermometers on order for the large hostels and staff temperatures will also be taken when they come on shift and have the capability to check guests if they show signs of sickness.
- D. Bentley asked whether guest kitchens will open under the provincial guidelines.
- R. Cryder advised we are planning to open them at this time with set guidelines on how this will work. It will be a different and quite regulated experience for the guest.
- D. Bentley asked about current bookings online at the resorts.

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- R. Cryder provided an update on Whistler, Jasper, and Lake Louise and what is the process of checking the current reservations on the books.
 - A. McLean advised that from surveys we have done and those of Hostelworld and Booking.com we see that people are booking closer to arrival than in normal circumstances. The OTA's are currently seeing the highest number of bookings being made 1-2 weeks out and then 3-4 weeks out. People are waiting closer to their arrival date to see what is happening in the area due to COVID-19.
 - P. Nietresta asked a question about the Association staying connected with staff during this time.

A. McLean advised that staff are eager to return, and we have received unsolicited applications recently looking to work for us. We are sending out a monthly newsletter to staff and hold a weekly manager's Zoom call.

R. Cryder advised that staffing recall letters have been drafted and updated job descriptions are in process for those positions identified to be hired back.
 - P. Nietresta asked a question regarding reopening cleaning guidelines and whether rooms will be left 24 hours before cleaned as suggested in materials circulated for the meeting
 - A. McLean and R. Cryder advised that no we will not be waiting 24 hours unless there was someone in the room that is suspected to have COVID-19 or its symptoms. Our current planned protocol will be to wait 3 hours before going into a room after checkout. Any remaining guests in a room will be asked to leave the room being cleaned.
 - L. Neudorf commented that she is feeling more optimistic and asked to pass on a big thank you to the staff for the hard work in keeping the association viable.
 - V. Oppenlander asked a question about whether a surcharge is being added like some small businesses are doing.
 - R. Cryder advised that this has been discussed and there will not be a surcharge.
 - V. Oppenlander asked a question around bookings and reduced capacity and potential of overbooking.
 - A. McLean advised we are currently contacting the reservations on the books especially at Jasper and Lake Louise to verify their status with the guest, especially with international guests with our borders currently closed.
 - S. Ahluwalia felt we are doing the right thing after reviewing the documents.

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- D. Bentley asked a question around covering fixed costs. R. Cryder provided examples of how with the wage subsidies this helps cover the fixed costs and provides the cash flow shown in the scenarios.
 - D. Bentley reviewed the probable and Worst Case scenarios and the cash flow available in the last three months.
 - M. Trepanier stated that the scenarios seem on the optimistic side in her mind, and how the board did not give direction on how to create the scenarios but that we relied on management's expertise. Why did management use this process rather than a different process and what sources were used?
 - R. Cryder provided information on the process used and the financial scenarios and occupancies driven from that.
 - There was a discussion around staffing levels and salary reductions and the implementation of a possible 10-20% reduction.
 - D. Bentley reminded the directors that the Best Case (summer opening) scenario, even though a little higher risk, will support the ends and mission of providing the hostel experience to as many people as possible under the current circumstances.
 - V. Oppenlander will review the approved board budget and advise of changes for the 2020/21 operating year for the financial projections.

7. Governance Process

a. CEO Search Committee Update (In-Camera)

- The board went in camera at 10:24 am PDT
- The board came out of in-camera at 1:05 pm PDT

b. CEO Bonus Recommendation - in Camera

c. "Board only Feedback" re Policy 3.6.2 (In- Camera)

- M. Trepanier and P. Nietresta met with the CEO after the meeting to review the board feedback.

d. 2020 HI-Canada Board Election Slate (In-Camera)

e. HI Atlantic Merger Process Update

- M. Trepanier provided an update on the HI Atlantic member vote.
- M. Trepanier reminded everyone that HI Atlantic did not achieve the necessary votes to approve the merger.
- Jeremy Fowler advised M. Trepanier late this week that their board has decided they will hold another Special General Meeting hopefully by the end of July 2020.
- There was a discussion on the next steps that our board will take.
- M. Trepanier said she will send the board message to J. Fowler.

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- M. Trepanier directed the board to the interim agreement. She provided background on the document and update. She advised that HI Q&O has agreed to the document except wanting the expiry date removed. M. Trepanier has suggested this agreement be put on hold for the next month or so while we see if the new governance structure can be agreed to first.

f. HI Canada Governance Review Update

- M. Trepanier advised that the last meeting took place this past Monday, May 25.
- M. Trepanier provided an update on the meeting. There seems to have been a loss of momentum in the process during this meeting. However, there was an agreement to the size of the national board, building in a timeline to the agreement for further discussions around (raised by HI Q&O) becoming one single national entity after this current process is complete. Issues remain around the makeup/election/appointment of the board.
- One more session is planned at this time to hopefully finalize a governance outline for the board's approval.
- M. Trepanier asked the board for feedback on the next steps moving forward. P. Nietresta provided comment on members at large, and member's voting.
- M. Trepanier advised the workgroup awaits further options (models & structures) from the consultant and once received will forward to the directors for further comment.

8. Ownership Linkage

- C. Hemming provided an update on the committee's work.
- C. Hemming raised the issue of holding a virtual member meetup and the possible topics/agenda.
- There was a short discussion and the directors felt we should move forward with a zoom meeting but as well with an e-mail to members from the board with a concise update of the meetup topics.
- It was agreed to hold the zoom call on Wednesday, June 17, 2020, at 6:30 pm PDT.
- C. Hemming an update of the delay of the membership project consultative survey with our members.
- C. Hemming advised the survey on affordability is still on hold at this time as well during the pandemic.

9. Items for Decision

1. Ends

- No item for discussion at this meeting

2. Governance Process

- a. True North 2019-20 Audited Financial Statements Report Update and Auditor RFP Approval
- A. McLean advised the board that with the regional office closure under our COVID-19 policies and the remote auditor protocols the audit is taking much longer to complete and will not be ready until later in June.
 - V. Oppenlander advised the board that this year the Association needs to issue an Audit Services RFP for a new audit firm to complete the 2020/21 year-end financial audit. This process will be complete by mid-July so that the recommended accounting firm's name can be included in the online voting motion as our members must approve the auditor.
 - The Audit Committee has worked with A. McLean and L. Xu on the creation of the draft Audit Services RFP in the board package. The committee is recommending the board approve the draft Audit Services RFP and the list of firms that it will be issued to next week.
 - After a short discussion, the board approved the RFP and firms.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the draft Audit Services RFP and the five Accounting Firms for issue the week of June 01, 2020, as amended, is hereby acknowledged and ratified by the Directors of the Association.

b. Ends Monitoring

- A. McLean provided an overview of the Ends monitoring report that was sent to the Governance Committee. The document was revised after receiving comments back from the Committee.
- K. Keener advised the board they have flagged two ends 1.2.4 and 1.3.1 for the committee to review and bring back to the board at the next board meeting.
- K. Keener raised a comment regarding the number of hostel inspections in a region. The board requests a minimum of 50% of hostels in our region are inspected each year moving forward as this impacts monitoring of organizational performance.
- It was agreed to forward Ends targets and plans for addressing current non-compliance sections for 2020/21 to the Governance Committee by the end of July.

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- c. Ends 1.3.1 & 1.3.2
 - A. McLean and R. Cryder provided a short update on the status of Ends 1.3.1 and 1.3.2. The directors were referred to the written report in the board package.
 - d. 2020 HI-PM Region Board Slate & Board Elections Update
 - P. Nietresta advised that the formal Call for Nominations was issued May 19, 2020, as required by the True North Bylaws.
 - The committee has received one additional response from the Call for Nominations. P. Nietresta has spoken to the member and they agreed the member would contact the Nominating Committee for next year's board election.
 - P. Nietresta has all the board slate candidates' info (bio, conflict of interest, and photo) and will forward to A. McLean for the online voting process.
 - e. HI-Canada 2020 NAGM Motions and Agenda
 - A. McLean advised that HI Canada's next board meeting is June 06 and the AGM agenda and motions will be discussed further then.
 - A. McLean advised that the directors will have to hold a meeting to discuss the agenda, motions, delegates, and direction for the delegates later in June once the HI Canada documents are issued.
 - f. HI Canada 2020 Recognition Program
 - L. Neudorf advised that no further information has been circulated. In her discussions with C. Roch-Hansen, the HIC Board is finalizing the program at their June 06 board meeting. They will be looking for presentations from the regions.
 - g. 2020 HI PM AGM Location & Presentation
 - P. Nietresta advised that the AGM was planned for Calgary on September 18 with a board retreat thereafter.
 - With the current COVID-19 health orders P. Nietresta suggested that the AGM be a virtual annual general meeting. He also suggested that the board retreat be in person later in September or in October subject to health authority orders at that time, but keeping in mind our financial situation,
 - A. McLean advised that the AGM Notice needs to be issued between August 14 and August 21, 2020.
 - There was a discussion around the AGM and the board retreat. It was agreed that the 2020 AGM will be virtual. Concerning the

board retreat, a committee was struck to plan for an in-person meeting and a final decision being made closer to the time. The planning committee consists of V. Oppenlander, K. Keener, and S. Ahluwalia.

h. HI Canada Membership Project Update

- P. Nietresta advised that the member consultation feedback request has not yet been issued due to COVID-19 but is planned for mid-June. The directors agreed to proceed with this. P. Nietresta to advise Grant Millar to organize.
- The date will be shared with the board when finalized.

i. Section 2 Policies Reviews - 2.3.12; 2.7; 2.8.2; 2.9.6; 2.9.7; and 2.13.3.4

- K. Keener advised that the Governance Committee discussed policy 4.2.6 and recommends that policy be retained as is after receiving comment back from legal counsel.
- P. Nietresta advised that he will prepare an education session around the Association Bylaws for the October board meeting.
- The Governance Committee reviewed the identified policies and only recommend changes be made to 2.8.2 and 2.13.3.4

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the changes to policies 2.8.2 and 2.13.3.4 as presented by the Governance Committee, is hereby acknowledged and ratified by the Directors of the Association.

j. Board Accomplishments for 2019-20 Board Year

- M. Trepanier led a discussion on the accomplishments of the board this past year.
- There was a lot done and to be proud of especially during this difficult time of the pandemic.
- Key items mentioned were the opening of the new HI Jasper hostel, increased relationship with HI Q&O, the increased workload of the three officers, the board work during the COVID-19 crisis, and the consultation process with our members on the membership project.

3. Executive Limitations

- No items for discussion at this meeting

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4. Board-CEO Relationship
- No items for discussion at this meeting

10. **Monitoring CEO Performance (Ends & Executive Limitations)**
- No items for discussion at this meeting

11. **Monitoring Board Performance**
- No items for discussion at this meeting

12. **Information Requested by the Board**
a. Board Expense Update
- A. McLean provided a short review of the board budget for the year ending March 31, 2020, and for expenses incurred for the new operating year of 2020/21.

13. **Governance Process**

- a. Board Calendar Review
- K. Keener reviewed the board calendar moving forward.
- b. Audit Committee -Terms of Reference
- V. Oppenlander advised that the Audit Committee has reviewed the committee terms of reference and has several recommendations to update the terms of reference as per the document in the board package.
- After reviewing the suggested amendments, the directors agreed to the proposed changes.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the amendments to the Audit Committee Terms of Reference as presented, is hereby acknowledged and ratified by the Directors of the Association.

- c. Governance Committee - Terms of Reference Review
- K. Keener advised that the Governance Committee has reviewed the committee terms of reference and has several recommendations to update the terms of reference as per the document in the board package.
- After reviewing the suggested amendments, the directors agreed to the proposed changes.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the amendments to the Governance Committee Terms of Reference as presented, is hereby acknowledged and ratified by the Directors of the Association.

d. Nominating Committee - Terms of Reference Review

- P. Nietresta advised that the Nominating Committee has reviewed the committee terms of reference and has several recommendations to update the terms of reference as per the document in the board package.
- After reviewing the suggested amendments, the directors agreed to the proposed amendments.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the amendments to the Nominating Committee Terms of Reference as presented, is hereby acknowledged and ratified by the Directors of the Association.

e. CEO Committee - Terms of Reference

- M. Trepanier advised that the CEO Relationship Committee has reviewed the committee terms of reference with no changes at this time but they be flagged to be reviewed when the CEO recruitment process starts due to the anticipated board policy section 3 changes.

f. Ownership Linkage Committee - Terms of Reference

- C. Hemming advised that the Ownership Linkage Committee has reviewed the committee terms of reference and has several recommendations to update as per the document in the board package.
- After reviewing the suggested amendments, the directors agreed to the proposed amendments.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the amendments to the Ownership Linkage Committee Terms of Reference as presented, is hereby acknowledged and ratified by the Directors of the Association.

14. Parking Lot

15. Self Evaluation of governance process at this meeting

- The directors were to complete the online meeting evaluation survey.

16. Adjournment

- The board meeting of May 30-31, 2020 was adjourned at 12:12 pm May 31, 2020

Chair

Secretary