



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

BOARD OF DIRECTORS
MEETING SUMMARY

DATE & TIME: Saturday April 10, 2021, 8:30am – 1:30pm
Sunday, April 11, 2021, 9:00am – 11:30pm

PLACE: Zoom Call

PRESENT:

Peter Nietresta	Chair
David Bentley	1 st Vice Chair
John Harrop	2 nd Vice Chair
Krystal Kehoe	Director
Kit Keener	Director
Ivan Somlai	Director
Victoria Oppenlander	Director
Steve Ahluwalia	Director

REGRETS:

GUESTS:

STAFF/RECORDER: Robb Cryder Acting CEO

- 1. Meeting Evaluation – January 30-21, 2021**
 - P. Nietresta reviewed the meeting evaluation results from the January 30-31, 2021 Board Meeting.
- 2. Call meeting to Order**
 - P. Nietresta called the meeting to order at 8:30 am PST.
- 3. Adoption of Consent Agenda**
 - P. Nietresta reviewed the meeting agenda and it was approved as presented.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the board meeting agenda for the April 10-11, 2021 meeting as presented, is hereby acknowledged, and ratified by the Directors of the Association.

- 4. Attendance**

P. Nietresta advised that Directors comply with the attendance policy.

5. Adoption of minutes of the last meetings

1. Minutes of January 30-31, 2021

- P. Nietresta asked if there were any recommended changes for the Minutes for the January 30-31 Board Meeting.
- Changes were accepted and Minutes were approved as amended.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The January 30-31, 2021 Board Meeting Minutes be approved as amended, is hereby acknowledged, and ratified by the Directors of the Association.

2. Minutes of March 25, 2021

- P. Nietresta asked if there were any recommended changes for the Minutes for the March 25 Board Meeting.
- Changes were accepted and Minutes were approved as amended.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The March 25, 2021 Board Meeting Minutes be approved as amended, is hereby acknowledged, and ratified by the Directors of the Association.

6. Governance Process & Decisions

1. CEO Executive Search Update – IN CAMERA

- Directors met in camera about the CEO Executive Search.

2. 2021-2022 Strategic Plan

- R. Cryder reviewed the status of strategic planning. Explained that due to the pandemic it was difficult to measure against the Ends due to the disruption of operations and suspension of activities.
- P. Nietresta said that while this is true, the organization must continue to focus on the Ends.
- R. Cryder showed the operations planning documents being used by managers for FY 2021-22.
- D. Bentley recommended that a review of the Strategic Plan be conducted in the Fall once the future becomes clearer.
- D. Bentley asked how the operations are connected to the Strategic Plan. R. Cryder responded that this is primarily achieved through the operations planning and budgeting process, which is also connected to team members' annual performance review. The strategic plan is also discussed at an annual managers meeting.

3. Review of February 2021 Financial Statements

- R. Cryder reviewed the February financial statements and report and responded to questions.

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- There was a discussion about the most effective forecasting tool for FY 2021-22. There was agreement that twelve month forecast that mirrors FY 2021-22 will be used.
 - R. Cryder will provide details about what is included in the payables line at the May Board Meeting.

4. Presidents' Forum Call February 25, 2021 Update

- P. Nietresta summarized the Presidents' Forum Call held on February 25, 2021.
- Atlantic Region's update included the proposed sale of the affiliate, HI Charlottetown, and the leasing of HI Halifax.
- Q&O Region updated that HI Toronto will be lease for five years, HI Ottawa for one year, and HI Montreal will re-open for the 2021 Summer.

5. HI Canada Board – Governance Review Update

- P. Nietresta provided an overview of the current situation with HI C and the three regions.

6. HI Atlantic Merger Update

- P. Nietresta and R. Cryder provided an update on the PM - Atlantic Merger.
- A third Special General Meeting will be held on May 31, 2021. There is one bylaw that has been revised and requires approval by the Atlantic members.
- The PM Region's legal counsel has provided an opinion on the process to enable Atlantic members to participate in the governance of the PM Region. It is summarized in a document under the agenda item.

7. Board Calendar Review & Governance Committee Update

- K. Keener reviewed the board calendar.
- The next Board Meeting is scheduled for May 29-30. Space has been reserved at HI Athabasca Falls and HI Jasper should an in person meeting be possible. Otherwise, the meeting will be virtual.
- Editing to the calendar has resulted in headings being deleted and the Linkage column collapsed.
- R. Cryder will revise the calendar.

8. 2021 – HI PM Region Board Election Update and Candidate Review

- S. Ahluwalia, Chair of the Nominations Committee, provided an update on the group's activities.
- S. Ahluwalia, reviewed the timelines for the 2021 Board of Directors election.

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- V. Oppenlander asked about the two candidates that were recommended for the slate and S. Ahluwalia described candidates.
 - K. Keener asked about hostelling experience, which both possessed.
 - R. Cryder confirmed that some research on their online presence was conducted and there appears to be no conflict of interest. The Nominations Committee also feel there is no cause for concern.
 - Three current members are up for election: V. Oppenlander; P. Nietresta; I. Somlai.
 - A Motion to approve a slate of candidates for the 2021 Board Election was passed. Due to their candidacy, V. Oppenlander, I. Somlai, and P. Nietresta abstained.

ON A MOTION DULY MADE

BE IT RESOLVED THAT: The Board approves Peter Nietresta, Ivan Somlai, Victoria Oppenlander, Grant Grams, and Danny Maile as the Board endorsed slate of candidates for the 2021 True North Hostelling Association Director election, is hereby acknowledged and ratified by the Directors of the Association.

9. 2021 HI C NAGM Attendance & Delegate

- P. Nietresta introduced the topic.
- HI C proposes that the 2021 NAGM be scheduled for August 21 or 28.
- P. Nietresta is unable to attend these dates and suggested that August 14 be recommended to HI C.
- Potential delegates were discussed, but because of the uncertainty of the timing of the meeting they were not formally selected. This selection will occur at the May 29-30 Board Meeting.

10. 2021 HI PM Region Board Election Documents

- 2021 Board Election documents and process was reviewed.
- P. Nietresta raised the concern of a competitor or a supporter thereof being elected as a director. It would provide access to confidential information and be a conflict of interest.
- V. Oppenlander recommended including specific wording in the conflict of interest declaration form that disallows any affiliation with competing accommodation providers.
- I. Somlai recommended wording in the conflict of interest declaration form that obligates fuller disclosure.
- R. Cryder will have the Association's legal counsel review the conflict of interest declaration form.
- J. Harrop questioned whether we must accept mail-in and fax nominations, or can we limit nominations to electronic submission? R. Cryder will confirm with legal counsel.

11. 2021 HI PM Region AGM Motions

- R. Cryder advised that the Board needs to approve the motions for the 2021 HIC PM Annual General Meeting.

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- Motion was made and approved.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the two standard motions for the 2021 True North Hostelling Annual General Meeting as presented, is hereby acknowledged, and ratified by the Directors of the Association.

12. Affordability Survey – Update

- K. Keener introduced the topic.
- Wayne Amundson was consulted and recommended deferring the survey, saying the pandemic could be impacting peoples' perspective of affordability.
- P. Nietresta agreed that asking people who are experiencing economic hardship to comment on value may generate skewed results.
- D. Bentley recommended deferring the survey until fall, when it is expected that an increased degree of normalcy will have returned.
- Directors agree to defer until fall of 2021.

13. Board Investment Policy – Update

- R. Cryder reviewed the current investment policy, which was an attachment to the agenda item.
- It was recognized that the first two points of the policy recommend capital preservation, while the third permits investment in equities and striving for an increased return. There is tension between these positions.
- I. Somlai recommended that the policy include terms around standards for Environment, Social and Governance (ESG). I. Somlai also noted that the general nature of the policy provides a wide latitude for the investment of assets.
- R. Cryder will investigate the investment policies of other non-profit organizations.

14. Ownership Linkage Update

- V. Oppenlander introduced the topic.
- The virtual member meet-up held on March 28 was reviewed. Overall the event was deemed a success.
- P. Nietresta raised the challenge of accommodating time zones and the four hour difference between PDT to ADT and those in between. The meeting was scheduled for 2:30pm PDT so that members in Atlantic Canada could attend at 6:30pm ADT.
- J. Harrop asked about what should be expected for turnout. In person meetings in the past attracted approximately 15 members. The March meet-up had 44 registrants minus staff and directors, but less than 20 attended.

15. HI Canada Membership Project Update

- R. Cryder provided a status update on proposed membership model.
- Membership Manager, Grant Millar, made a presentation to the Q&O Board on April 6 and was presenting to the Atlantic Board on April 12. The Q&O Board expressed their support for the model. All HI C Boards will have received the presentation on the proposed model.
- An implementation plan is almost completed. Feedback from the Q&O and Atlantic Boards will be incorporated.
- The plan will be presented to the PM Region Board at the May 29-30 meeting.

16. 2021 Annual Report – Board Inclusions

- R. Cryder reminded the Board that we require a submission for the Annual Report from the Governance Committee and Ownership Linkage Committee by May 31, 2021.
- R. Cryder advised the committee chairs that they could find copies of the previous reports in the governance section of www.hihostels.ca
- The Board Chair and CEO are also required to submit their annual letters by May 31.
- Any editing of current director bios including new pictures will also need to be submitted by May 31.

7. Sale of HI Regina

- R. Cryder introduced the topic.
- The PM Region Board passed a Motion to support the sale of HI Regina.
- The PM Region Board meeting was briefly adjourned for a Prairie Region Board Meeting. During this meeting the Prairie Region Board of Directors approved a Motion to list HI Regina.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board supports the listing for sale of HI Regina, is hereby acknowledged and ratified by the Directors of the Association.

As moved during the Prairie Region Board Meeting:

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the listing for sale of HI Regina at a range from \$600 to \$675,000, is hereby acknowledged and ratified by the Directors of the Association.

8. Section 2 Monitoring

- K. Keen introduced the topic.
- Before reporting on the Monitoring of Section 2, a change was made to the members of the Governance Committee. A Motion was passed for J. Harrop to replace S. Ahluwalia.
- K. Keener reviewed the work of the Governance Committee that is detailed in the report attached to the agenda. Some additional points were made for the following questions in the survey:

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- #12 - K. Keener asked if there should be a more explicit definition of owners. P. Nietresta explained that owners are meant to self identify. I. Somlai asked whether this may leave involved people unidentified. The issue has been referred to the Linkage Committee.
- #24 - P. Nietresta will review by-laws and the proposed orientation package will include more information to enhance understanding of bylaws.
- #78 - Terms of Reference for Committees to be reviewed at the May Board Meeting.
- #94 & #95 - Flagged for review.
- #122 & #123 - A framed picture of directors and information about the non-profit nature of the Association will be posted in the hostels. P. Nietresta will work with Robb and Miranda to complete.
- #124 - All meetings involving members will also be virtual to encourage participation.
- #126 - The time between a meeting and when summaries are posted to www.hihostels.ca will be reviewed. On a related point, financial statements, annual reports, AGM Minutes, and Board Meeting Minutes will be deleted from previous years.
- #138 - #140 - Referred to Ownership Linkage Committee for review.
- #146 - Flagged for review. D. Bentley says there will be compliance before the CEO search process begins.
- #159 - Referred to Audit Committee for review.
- #172 - 2.14.3 is flagged for review.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves J. Harrop replacing S. Ahluwalia on the Governance Committee, is hereby acknowledged and ratified by the Directors of the Association.

1. Section 3 Review

- K. Keener introduced the topic and reported that no policies have been flagged for review.
- P. Nietresta mentioned that D. Bentley will review policies related to the CEO.

2. Section 4 Review

- K. Keener introduced the agenda item.
- The Governance Committee met with R. Cryder to discuss the relation between the Main Section 4 Policy (i.e. 4.1) and a sub-policy (i.e. 4.1.1). The current interpretation is that to report non-compliance for a sub-policy automatically means there is non-compliance with the main policy. The policies 4.3 (Financial Planning) and 4.5 (Treatment of People) are two areas where this may not be the case. The Governance Committee will review the issue to Wayne Amundson, who introduced the Policy Governance model to HI C. The issue will be re-visited at the May Board Meeting.

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- P. Nietresta said the Section 4 Polices had been re-written with the assistance of Wayne in October 2017.

9. Operation of HI Nordegg

- R. Cryder introduced the agenda item.
- The Nordegg based activities company, Pursuit Adventures, created a detailed and professional proposal to lease HI Nordegg for ten years.
- The proposal was discussed. Concerns about member access, limited financial upside, and the risk of entering into an operating agreement at a property for which the Association is the holder of the land lease.
- A decision was made to not enter into an agreement with Pursuit Adventures and to continue operating the hostel.
- R. Cryder will inform Pursuit Adventures, but will also discuss ways in which our two organizations can work together.

10. Board Education – Understanding Financial Statements

- R. Cryder introduced KPMG Partner, John Folka, who manages our auditing file.
- Directors introduced themselves.
- John presented on concepts relating to finance and auditing. The presentation will be made available on BoardPaq.
- Directors asked several questions that were answered by John.
- At the conclusion of the presentation, P. Nietresta thanked John for taking time out of his Sunday to present to the board.

11. Board Expense Update

- 3. P. Nietresta reviewed board expenses year to date.

12. HI Calgary Lease Extension

- A Motion to extend the lease up to March 31, 2021 was approved.
- P. Nietresta abstained.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves Management to extend the lease of HI Calgary to Alberta Infrastructure up to March 31, 2022, is hereby acknowledged and ratified by the Directors of the Association.

13. Self Evaluation of governance process at this meeting

- 4. A survey link was provided to directors to enable feedback about the meeting.

14. Adjournment

- 5. P. Nietresta adjourned the meeting on Sunday, April 11 at 12:22 pm PDT.

Chair

Secretary