



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

BOARD OF DIRECTORS
MEETING SUMMARY

DATE & TIME: June 28, 2021, 6:00pm – 7:30pm PDT

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. Call to order

- P. Nietresta called the meeting to order at 6:03pm PDT.

2. Adoption of 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 June 28, 2021 meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

3. Approval of Minutes of May 29-30, 2021 PM Board Meeting

- P. Nietresta asked if there were any concerns with the Minutes for the May 29-30 board meeting. There was none and a Motion to approve passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the May 29-30, 2021, Board Meeting Minutes be approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

4. Review and Approval of Audited Financial Statements

- V. Oppenlander provided an update of the Audit Committee's meeting with KPMG regarding the audit for the fiscal year ending March 31, 2021.
- V. Oppenlander provided a short overview of the audit and key findings. Explained concept of materiality, the threshold of which for the 2021 audit was \$400,000.
- Noted that there was one minor adjustment of \$6,000. This related to the timing of the recording of a forgiven portion of a loan from the federal government, which according to accounting standards must occur immediately and not when the eventual forgiveness occurs.
- P. Nietresta asked if the auditing of the two Section 4 policies that were included in KPMG's scope of work had occurred. V. Oppenlander cited the page where KPMG indicated that the policies had been followed. D. Bentley added that the findings were acceptable and that to go into more detail would require further investigation and additional consulting costs.
- V. Oppenlander shared that in the in-camera session with KPMG they said the PM management and accounting team was organized and professional which helped to produce a clean audit. V. Oppenlander expressed her gratitude to the PM team on behalf of the Board. R. Cryder thanked V. Oppenlander for these comments and said they would be shared with the accounting team.
- A Motion was made to approve the 2021 audited draft financial statements and present to members at the 2021 TNH AGM. It passed.
- A Motion was made to retain KPMG as the auditor for Fiscal Year 2022 and propose to members at the 2021 TNH AGM. It passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the audited financial statements as prepared by KPMG for the year ending March 31, 2021, as presented and for presentation to the Members at the True North Hostelling Association's 2021 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 retain KPMG as the Association's auditor for Fiscal Year 2022 and for presentation and approval by the membership at the True North Hostelling Association's 2021 Annual General Meeting, is hereby acknowledged and ratified by the Directors of the Association.

5. Resolutions for HI C NAGM

- R. Cryder introduced the topic and explained the intent of the two Resolutions included in the agenda, which is to permit the Pacific Mountain Region to operate in

the Atlantic Region post-merger. This will allow Atlantic members to participate in the governance of the merged organization.

- J. Harrop produced a matrix that captures the qualifications and skills of potential directors, and this tool was well received by the current HI C Directors.
- P. Nietresta will contact Q&O Board Chair, Peter Harrison, and confirm their region's intentions to put forward a candidate.
- The HI C Board must finalize their slate of candidates by July 14.
- A Motion was made and passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the submission of a Special Resolution for the 2021 HI C NAGM that will enable the Pacific Mountain Region to operate in the Atlantic Region and the officers are hereby authorized to finalize the wording of the resolution, is hereby acknowledged and ratified but the Directors of the Association.

6. Board Election Update

- R. Cryder provided background information about employees receiving a membership as part of their employment versus the TNH Bylaws that state the class of membership available to employees is non-voting. The Association's legal counsel confirmed that any membership activated while a person is an employee is not able to participate in the TNH's governance during or after their employment, including voting or running in board elections.
- The non-voting Associate Class of membership that applies to staff is limited to a two-year term.

7. CEO Recruitment - In Camera

- In camera discussion about the CEO recruitment.

8. Adjournment

- P. Nietresta adjourned the meeting at 7:30pm PDT.

Chair

Secretary