



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

BOARD OF DIRECTORS
MEETING SUMMARY

DATE & TIME: Saturday May 29, 2021, 8:30am – 1:00pm PDT
Sunday, May 30, 2021, 9:00am – 12:00pm 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. Meeting Evaluation – April 10-11, 2021

- P. Nietresta reviewed the meeting evaluation from the April 10-11, 2021 board meeting.
- P. Nietresta asked directors to provide a comment for any negative response. This will enable the Board to take action to address concerns.
- Comments should be initialled.
- I. Somlai said that the concept of "owners" is ambiguous.
- K. Keener will create a Governance Committee to-do list for the next Board that will include recommendations to address the definition of "owners." It will also include a recommended rewording of survey question 32.

2. Call meeting to Order

- P. Nietresta called the meeting to order at 8:44 am PDT.

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 May 29-30, 2021 meeting as presented, is hereby acknowledged, and ratified by the Directors of the Association.

4. Attendance

- R. Cryder advised that directors are complying.

5. Adoption of minutes of the last meetings

1. Minutes of April 10-11, 2021

- P. Nietresta asked if there were any concerns with the Minutes for the April 10-11 board meeting. There was none and a Motion to approve passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the January 10-11, 2021 Board Meeting Minutes be approved as amended, is hereby acknowledged, and ratified by the Directors of the Association.

6. Governance Process & Decisions

A. Presidents Forum Update

- P. Nietresta introduced the agenda item and reviewed the documents that will be reviewed at the June 2, 2021, Presidents' Forum call.
- P. Nietresta asked if it would be possible to arrange for HI to present at the October 2021 PM Board Meeting. R. Cryder said this could be arranged subject to HI staff's availability. There was agreement that other HI C boards should be invited to attend if HI does present.

B. CEO Search Update IN CAMERA

- There was an *in camera* discussion of the CEO recruitment process.
- R. Cryder left the meeting and returned once the discussion was complete.

C. HI Atlantic Merger Process Update

- P. Nietresta and R. Cryder provided an update on the PM - Atlantic merger.
- A Special General Meeting is being held on May 31st. A Resolution to change the Atlantic by-laws will be presented and voted on. This must pass for the merger to proceed.
- HI Atlantic Board President, Jeremy Fowler, will be the observer on the PM Board if the merger proceeds.
- P. Nietresta suggested that the 2022 PM Board should consider having a meeting in Halifax.

D. HI Canada Governance Review Update

- P. Nietresta introduced the agenda item and provided an update.
- Any decisions around HI C governance will be deferred due to the delay in the PM- Atlantic merger and after the recruitment of a permanent CEO.
- J. Harrop said that it is important that a meeting with Q&O region take place at some point to address HI C Governance. Directors supported this sentiment.

E. 2020 HI Canada Board Election Slate

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

F. HI Canada Membership Project Update

- R. Cryder introduced the agenda item and provided an update.
- Membership Manager, Grant Millar, has presented the proposed membership model to the HI C and three regional Boards, all of which expressed support for the new model. Grant is also in the process of securing HI's approval of the model.
- R. Cryder shared a screen view of the plan for the proposed membership model and highlighted the Key Performance Indicators (KPIs) that have been compiled.
- A series of alignment meetings involving senior HI C and regional staff have occurred. A key focus of these meetings is to develop and agree on actual targets for the membership model KPIs.

G. COVID-19 Update

- R. Cryder provided an update on the efforts to manage the challenges presented by COVID-19.
- From the beginning to the end of May, there was a dramatic decline in the number of active cases in Western Canada and a positive shift in sentiment. One of the potential outcomes will be to offer shared accommodation as early as July 1. This will be conditional on the provinces of Alberta and BC achieving a 70% vaccination rate for single doses.
- Apart from hostels that are being leased and HI Regina, most PM hostels are scheduled to be open on June 17. Seasonal hostels HI Edith Cavell and HI Whiskey Jack will open in late June as usual. The resort hostels HI Banff, HI Lake Louise, and HI Jasper will move from a 4-day to a 7-day operation. Food and beverage operations will also re-open on June 17.
- K. Keener asked if guests are required to divulge if they have been vaccinated. R. Cryder said this is not currently required.

7. Ownership Linkage Update

- V. Oppenlander provided an update on the work of the Ownership Linkage Committee.
- P. Nietresta said that a travelogue slide presentation about Antarctica is planned for the 2021 AGM.
Note: This agenda item was not addressed in the time slot as it appears in the agenda. It came after 8.1.g.

8. Items for Decision

1. Governance Process

a. 2021 HI PM Region Board Slate & Board Elections Update

- S. Ahluwalia advised that the Call for Nominations was issued May 19, 2021, as required by the True North Hostelling Bylaws.
- The Nominating Committee has not received any new nominations. The current list of nominees, which is the Board approved slate, is made up of three incumbents and two outside candidates. The list of nominees must be finalized by June 18.
- S. Ahluwalia will collect all the board slate candidates' info (bio, conflict of interest and photo) and will forward to R. Cryder or Miranda.

b. HI Canada 2021 NAGM Motions and Agenda

- P. Nietresta introduced the agenda item and reviewed the 2021 NAGM program.
- All Directors are welcome to attend. Directors are to notify R. Cryder if they want to attend the virtual meeting scheduled for August 28.
- K. Keener will be the PM Region's delegate and K. Kehoe will be the alternate as approved in a Motion.
- P. Nietresta feels the program currently consists of only administrative agenda items and is missing topics for discussion and education. He will follow up with HI C.
- A report from the PM Region needs to be created. This will be facilitated by R. Cryder.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the HI C- PM Region delegate to the 2021 HI C Annual General Meeting will be Kit Keener and the alternate will be Krystal Kehoe, is hereby acknowledged and ratified by the Directors of the Association.

c. HI Canada 2021 Recognition Program

- P. Nietresta introduced the topic and confirmed that the HI C recognition program is part of the 2021 NAGM program.

d. Section 2 Policies Review

- K. Keener introduced this agenda item and reviewed recommended changes to Section 2 Policies 2.3.12 and 2.11.1.
- Two separate Motions to approve the changes for each policy were moved and passed.
- R. Cryder will arrange for change to Section 2 Policies document.
- K. Keener asked that the updated expense policy be loaded to BoardPaq. R. Cryder will organize.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the changes to policies 2.3.12 as presented by the Governance Committee, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the changes to policies 2.11.1 as presented by the Governance Committee, is hereby acknowledged and ratified by the Directors of the Association.

e. Section 4 Policy Monitoring

- K. Keener introduced the agenda item that is an issue brought forward from previous discussions.
- Regarding Section 4 Policies, the issue is if compliance to a sub-policy is not met, does this mean that there is non-compliance for the main policy? This is the interpretation that has been applied but does not hold up equally for each of the 7 main policies. R. Cryder identified 4.3 and 4.5 as the most problematic.
- K. Keener presented 3 options: 1. Do nothing 2. Rewrite policies 3. Change the protocol so that non-compliance for a sub-policy does not automatically mean non-compliance for a main policy.
- Wayne Amundson, who consults with the association about policy governance issues, said the concern did not merit addressing.
- Directors felt action was required and there was a wide-ranging discussion about the three options.
- Eventually there was consensus to focus on the most problematic policies (4.3 and 4.5) and edit the sub-policies that are the root of the problem. The recommended changes will be made to the 2022 Board at their October meeting.

f. Board Accomplishments for 2020-2021 Board Year - Verbal Discussion

- P. Nietresta introduced the agenda item by thanking the Directors and staff for their effort and contributions under the challenging conditions due to the pandemic.
- P. Nietresta said the Directors and Acting CEO worked well together and the association has weathered the pandemic well.
- R. Cryder thanked the Directors for their support and collaborative approach.

g. Audit Committee Update

- V. Oppenlander introduced the agenda item.
- The Audit Committee will receive a draft of the FY 2021 audited financial statements and will have a review meeting with KMPG. The statements will then be presented to the PM Board with the intention to approve them at a June Board Meeting.
- R. Cryder will confirm the completion date of the audit and when the draft financial statements will be available to the Audit Committee.

h. Ownership Linkage Update

- V. Oppenlander provided an update on the work of the Ownership Linkage Committee.
- P. Nietresta said that a travelogue slide presentation about Antarctica is planned for the 2021 AGM.

9. Review of Draft March 2021 Financial Statements and FY 2022 Forecast

- R. Cryder introduced this agenda item.
- A draft financial statement for March was produced and provided to the Board. The goal is to reduce the data gap between the end of the fiscal year and the completion of the audit, which delays the release of final monthly financial statements.
- R. Cryder walked through the FY 2022 Forecast template.

10. Sale of HI Regina

- R. Cryder introduced this agenda topic.
- R. Cryder said that the listing of the property was delayed due to difficulties by the realtor to compile the necessary information. It is expected to be listed within a week.
- The list price is \$674,900, which complies with the Motion that the Prairie Region Board moved and passed.
- As requested by the Directors, the price and the marketing of the property (commercial versus residential) will be evaluated after approximately 30 days.

11. Sunwapta Hostel Development Update

- R. Cryder introduced the agenda item and provided an update.
- There was a discussion about how the conversion of the Sunwapta Ranger Station to a hostel fit with other priorities, including the potential redevelopment of HI Hilda Creek and the goal to have a hostel in Winnipeg.
- D. Bentley requested that a list of projects and their approximate costs be compiled. R. Cryder will create.

12. Monitoring CEO Performance (Ends & Executive Limitations)

a. Ends Monitoring

- K. Keener introduced the agenda item, which is Section 1 Policy Monitoring or Ends Monitoring.
- R. Cryder reviewed the report that was included with the published agenda.
- Due to the pandemic, several Ends were difficult to measure because of a lack of data. Activity was minimal or did not occur in the past year. To reflect this reality the Governance Committee recommended using "No Basis for Evaluation" for applicable policies. This guidance was followed.
- R. Cryder incorporated the feedback from the Governance Committee into the report.

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- P. Nietresta noted the omission of staffing and the incorrect year in 1.2.5. R. Cryder will correct.
 - P. Nietresta said the report was well written.
 - A Motion to approve the report as amended was moved and passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board accepts the Acting CEO's Section Policies Report for 2021 as amended, is hereby acknowledged and ratified by the Directors of the Association.

13. Information Requested by the Board

1. Board Expense Update

- P. Nietresta introduced the topic and advised that the Board expenses were under budget for FY 2021.

14. Governance Process

a. Board Calendar Review including the location of October meeting/retreat

- P. Nietresta introduced the agenda item and reviewed the calendar.
- The October retreat and PM Board Meeting has been added to the calendar, which are scheduled to take place from October 15 - 18.
- V. Oppenlander will not be able to attend the meetings on these dates. The Board will consider moving the meetings to October 22-24. S. Ahluwalia will check on the availability of the two outside board candidates.
- Potential locations for the October meetings were discussed. The two suggestions were Jasper and Kananaskis.

b. Audit Committee -Terms of Reference

- V. Oppenlander introduced the agenda item.
- There are no changes to the Audit Committee Terms of Reference (TOR).
- V. Oppenlander said the formatting of the document needs correcting. R. Cryder will organize.

c. Governance Committee - Terms of Reference Review

- K. Keener introduced the agenda item.
- There are no changes to the Governance Committee TOR.
- K. Keener commented on the composition of the Governance Committee, which is supposed to have a Chair and Vice Chair. This needs to be noted for the October retreat at which the committees will be established.
- Education plan is to be presented at the October meetings rather than at the May meetings.

d. Nominating Committee - Terms of Reference Review

- S. Ahluwalia introduced the agenda item.
- Dates have been changed to reflect the 2021 Board Election.
- A matrix of candidate qualifications has been appended to the document.
- A Motion to approve the amended TOR was moved and passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the Nominating Committee Terms of Reference for 2021 as amended, is hereby acknowledged and ratified by the Directors of the Association.

e. Ownership Linkage Committee - Terms of Reference

- V. Oppenlander introduced the agenda item.
- A change to the composition requirements of the committee in the TOR was made, stipulating that there will be at least one member from BC and at least one member from Alberta.
- A Motion to approve the amended TOR was moved and passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the Ownership Linkage Committee Terms of Reference dated May 29, 201 as amended, is hereby acknowledged and ratified by the Directors of the Association.

f. CEO Relationship Committee - Terms of Reference

- P. Nietresta introduced the agenda item, which will be deferred to the October Board Meeting.

g. CEO Recruitment Committee - Terms of Reference

- D. Benley introduced the agenda item.
- A Motion to approve the TOR for the ad hoc CEO Recruitment Committee was moved and passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the Terms of Reference (TOR) for the ad hoc CEO Recruitment Committee, is hereby acknowledged and ratified by the Directors of the Association.

15. Parking Lot

- No items.

16. Self -Evaluation of governance process at this meeting

- A survey link was provided to directors to solicit feedback on the meeting.

17. Adjournment

- P. Nietresta adjourned the meeting on Sunday, May 30 at 11:45am PDT.

Chair

Secretary