



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

BOARD OF DIRECTORS
MEETING SUMMARY

DATE & TIME: **October 23 (9:00am – 6:00pm PDT)**
 October 24 (8:00am – 1:00pm PDT)

PLACE: Vancouver, SFU Harbour Centre

PRESENT:	John Harrop	Chair
	David Bentley	1 st Vice Chair
	Victoria Oppenlander	2 nd Vice Chair
	Krystal Kehoe	Director
	Danny Maile	Director
	Victoria Oppenlander	Director
	Ivan Somlai	Director

REGRETS:

GUESTS:

STAFF: Robb Cryder Acting CEO

RECORDER: Robb Cryder Acting CEO

1. Call to order

- J. Harrop called the meeting to order at 9:00am PDT.

2. Review Meeting Evaluation from May 29-30, 2021, Board Meeting

- J. Harrop reviewed the data from the survey from the May 29-30 board meeting.
- A response to #14 noted that there was no education item.
- Four surveys were submitted for the meeting. After a discussion, directors agreed to complete the survey immediately after a meeting.

3. Adoption of Agenda

- J. Harrop reviewed the meeting agenda and it was approved as amended.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the board meeting agenda for the October 23-24, 2021 meeting as amended, is hereby acknowledged and ratified by the Directors of the Association.

4. Attendance

1. Attendance Review

- R. Cryder reviewed the board meeting attendance and advised that directors comply.

5. Adoption of past meeting Minutes

1. September 16, 2021, AGM Minutes

- J. Harrop asked if there were concerns with the Minutes for the TNHA AGM held on September 16, 2021.
- V. Oppenlander requested that a section of the Financial Review will be reworded for clarity. R. Cryder will complete.
- P. Nietresta requested that a PDF and Word version of Minutes be uploaded to BoardPac for meeting agendas. R. Cryder noted.
- A Motion to approve the Minutes as amended passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves as amended the Minutes of the 2021 True North Hostelling Association AGM held on September 16, 2021, is hereby acknowledged, and ratified by the Directors of the Association.

2. September 23, 2021, Board Meeting Minutes

- J. Harrop asked if there were concerns with the Minutes for the September 23 board meeting.
- P. Nietresta mentioned that his name is spelled incorrectly. R. Cryder will correct.
- A Motion to approve the Minutes as amended passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the September 23, 2021, Board Meeting Minutes be approved as amended, is hereby acknowledged, and ratified by the Directors of the Association.

6. Board Education

1. Board Education Plan 2021-22

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- K. Kehoe introduced the agenda item and reviewed potential education topics for 2021-22.
- P. Nietresta recommended that where possible two educational topics will be included in the two-day board meetings.
- J. Harrop asked that directors confirm the two topics for the January 2021 board meeting. J. Fowler will present about the HIC hostels in Atlantic Canada. Subject to availability, the second topic will be a presentation by HI CEO, Brianda Lopez, which would be appropriate as the plan is for a joint meeting with the HIC Board.
- The characteristics of a modern hostel was added to the list of educational topics.

7. Items for Decision

1. Governance Process

a. Governance Committee

- K. Kehoe introduced the topic and provided an update of the Governance Committee's work.
- It was confirmed that Ivan Somlai would be a member of the Governance and Ownership Linkage Committees.
- K. Kehoe confirmed that Sections 4.1, 4.2, and 4.3 policy monitoring reports would be reviewed later in the agenda.

b. Board Calendar Review

- K. Kehoe reviewed the 2021-22 Board Calendar that had been attached to the agenda.
- Significant meeting dates and locations for 2022 were discussed and tentatively set as followed:
 - Board Meeting - January 29 -30, Penticton
 - Board Meeting - April 9- 10, Jasper
 - Board Meeting - May 28 - 29, Halifax
 - Retreat - September 9-10, Kananaskis
 - PM AGM - September 11, Calgary
- R. Cryder requested that the 2022-23 Operating & Capital Budgets be reviewed by the board in a call to be scheduled in early March, rather than at the January board meeting. This would shift the main budgeting effort to after the holidays in December and result in a better budget as more actual financial results can be considered, while in no way compromising the level of preparedness entering the next fiscal year. The directors agreed. R. Cryder thanked the directors for this decision.

c. Travel and Expense Policy

- R. Cryder reviewed the Board's Travel and Expense Policy and Expense Reconciliation Form, which were attached to the agenda and are also stored on BoardPaq.
- A decision was made to maintain the mileage compensation at \$.55 per kilometre.
- V. Oppenlander asked about the use of personal vehicles for longer trips, such as Regina to Jasper. This is fine, but as outlined in the policy the compensation will be limited to the least expensive mode of transportation.

d. 2021-22 External Monitoring & Direct Inspection Plan

- K. Kehoe introduced the topic.
- P. Nietresta outlined the three components of monitoring: CEO monitoring and executive limitations; Direct inspections by the board; External monitoring by a third party. An example of this last component is KPMG's audit of CEO expenses in fiscal 2021.
- A monitoring plan will be developed for 2021-22.
- J. Harrop will organize orientation session on policy governance with Wayne Amundson. Most directors said that they wanted to participate in this session.

e. Review 2021 True North AGM

- D. Bentley gave an overview of the 2021 TNHA AGM held on September 16.
- J. Harrop commented that the members expressed satisfaction with the management of the organization during this difficult period.
- R. Cryder will investigate the technical requirements to host the 2022 AGM in person and virtually.

f. Review 2021 Board Election Process

- J. Harrop introduced the agenda topic and felt that the 2021 election went well.
- The 2021 election was the first using the new online election program from Simply Voting. R. Cryder confirmed that there were no technical or administrative problems.
- P. Nietresta recommended a review of the TNHA Bylaws.
- It was agreed that a Special General Meeting (SGM) would be required early in 2022 to have the TNHA membership approve amendments to the Bylaws. The issues to be addressed through amended Bylaws: operating in Atlantic Region; membership categories; changes to accommodate the new membership model.
- D. Bentley asked for confirmation of quorum for a SGM.
- This work will be referred to the Governance Committee. R. Cryder will provide Bylaws.
- J. Fowler suggested that the observer seat for Atlantic Region be extended after new Bylaws are adopted.

g. Review 2021 Board Retreat

- J. Harrop introduced the agenda item and highlighted that it was good to meet everyone at HI Vancouver Jericho Beach.
- P. Nietresta mentioned that the retreat isn't meant to be a traditional meeting, hence the tour of the hostel, walk, and get together in the hostel's café.

h. HI Canada Nominations & Awards Committee Representative

- Tabled to next meeting.

2. Ends Review

- P. Nietresta introduced the agenda item.
- The last review did not result in any changes to Ends.
- D. Bentley suggested that the investigation of affordability should be a priority for 2021-22.
- P. Nietresta summarized the process to change Ends, which requires input from the CEO and the Governance Committee to make a Motion for the changes.

8. Financial Update

- R. Cryder provided a financial update.
- The hostels had a strong summer and the association's financial position is stable.

9. 2022-23 Budget Parameters

- R. Cryder presented budget parameters for the FY 2022-23.
- The Power Point presentation included economic factors such as inflation, the strength of the Canadian dollar, and price of oil. All factors that may impact travel and operating expenses.
- Destination Canada's projection for a recovery to 2019 tourism activity was discussed.
- R. Cryder will upload the presentation to BoardPac's Library under Strategic Plans & Budgets.
- Directors requested that activity in programming and environmental stewardship resume to some degree and be budgeted for in FY 2022-23.

10. Monitoring CEO Performance (Ends & Executive Limitations)

1. Section 4 Policies Monitoring: 4.1; 4.2; 4.3

- K. Kehoe introduced the agenda item. R. Cryder had prepared a Section 4 Policy Monitoring Report for 4.1, 4.2, and 4.3.
- Comments from the Governance Committee had been incorporated into the version that was reviewed by the full board.

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- 4.1.3 - the interpretation needs to be modified. R. Cryder asked about the type of information that the directors sought to prevent information overload. The consensus was that it was limited to "high level events" at the CEO's discretion. The process would also be guided by other Section 4 policies. For example, notifying directors of legal matters and media coverage.
 - The Governance Committee will resume reviewing the interaction of the main policy and sub-policies as it relates to non-compliance.
 - A Motion to accept the report was moved and approved.
 - R. Cryder will upload the final version of the report to BoardPaq's Library under Section 4 Monitoring.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board accepts the Acting CEO's Section 4.1, 4.2, 4.3 Policies Report for 2021 as amended, is hereby acknowledged and ratified by the Directors of the Association.

11. Update - HI & HI National Associations

- R. Cryder presented on Hostelling International and the status of some HI National Associations with which HI C works closely.
- A summary of HI's strategic plan and a proposal for a new funding mechanism was presented.
- R. Cryder will upload the two documents to BoardPaq's Library under Strategic Plans & Budgets.
- R. Cryder is meeting regularly with the chief executives of HI New Zealand, HI Australia, and HI USA. These associations are struggling financially and have been forced to sell significant assets to remain financially viable.

12. Board Education Session

Neil McInnis, External Relations Manager, Parks Canada Jasper

- Neil McInnis, External Relations Manager, Parks Canada Jasper made a presentation via zoom.
- The presentation gave an overview of Jasper Park including its budget, mandate, and visitor statistics.
- N. McInnis noted that there will be no future greenfield developments in Jasper National Park.
- Caribou conservation in the area around HI Edith Cavell was reviewed.
- Directors expressed interest in collaborating with Jasper Parks Canada, especially their existing program with indigenous communities.
- Everyone thanked N. McInnis for taking time from his weekend to present to the board.

13. Volunteer Appreciation

- P. Nietresta introduced the agenda topic.
- Recommendation that former board members, Steve Ahluwalia and Kit Keener, receive recognition for their contribution. Board agreed.

14. CEO Recruiting & Status of Acting CEO

In-Camera session

15. END OF DAY 1

16. Working Breakfast

- In-Camera session.

17. Board Education Session

TNHA Bylaws

- P. Nietresta made a Power Point presentation on TNHA's Bylaws. Key Bylaws were identified and explained.
- The Bylaws require the association's auditor to be notified of the TNHA's AGM. As KPMG reviews the Annual Report and is made aware of the AGM, there was agreement that this Bylaw is met.
- V. Oppenlander asked about Directors' Insurance. R. Cryder confirmed that liability insurance is in place. The Governance Committee will review the policy that applies to directors and others that volunteer of the association.
- R. Cryder will upload the presentation to BoardPac's Library under Bylaws.
- The group thanked P. Nietresta for the informative presentation.

18. Ownership linkage

1. Ownership Linkage Plan

- P. Nietresta reviewed a draft of the HIC-PMR 2019-2022 ownership linkage plan, which was an attachment to the agenda along with the Ownership Linkage Committee Terms of Reference.
- A Motion to approve the Ownership Linkage Plan passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the HIC-PMR 2019 - 2022 Ownership Linkage Plan as presented on October 24, 2021, is hereby acknowledged, and ratified by the Directors of the Association.

19. For Purposes of Keeping the Board Informed & Aware

1. Board Expense Update

- R. Cryder reviewed the Board Expense budget which was an attachment to the agenda.

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- YTD the board is well under budget. This is mostly due to CEO recruiting payments not being fully paid.

2. Lake Louise Alpine Centre - meeting update

- R. Cryder introduced the agenda item.
- An overview of the board of the HI LLAC joint venture was provided. It consists of six members, of which three are from HI and three are from the Alpine Club of Canada (ACC).
- At the last board meeting key topics were capital expenses and a possible dividend payment to the joint venture partners. This would be divided according to the ownership of the joint venture, which is approximately 70% for HI and 30% for the ACC. The annual dividend is typically \$100,000.
- At the next board meeting a decision will be taken regarding the payment of a dividend. Key factors will be YTD financial performance, future projections, cash reserves, and details of the extension of the federal wage subsidy.

20. HI C Governance Review and 2021 NAGM

- R. Cryder provided a summary of the 2021 HIC AGM, which took place on August 26.
- P. Nietresta gave background information about the HIC Governance Review and past discussions with Q&O.
- J. Harrop looks forward to participating in the next HIC Presidents' Forum. This call will include the board chair or president of HIC, PM, and Q&O.
- I. Somlai and D. Maile volunteered to provide support on this file.
- A Motion to create a Governance Review Committee was moved and passed.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the establishment of the HIC Governance Review committee of which members will be John Harrop, Ivan Somlai, and Danny Maile, is hereby acknowledged and ratified by the Directors of the Association.

21. HI Regina Sales Listing

- R. Cryder introduced the agenda item.
- R. Cryder noted that the listing was being moved to a new commercial realtor.

22. Extension of lease enquiries

- R. Cryder introduced the topic and provided an update of the leasing situation for HI Victoria, HI Vancouver Downtown, and HI Calgary.

HI Victoria: BC Housing has expressed interest in extending the lease beyond the current term ending March 31, 2022.

HI Vancouver Downtown: BC Housing has expressed interest in extending the lease beyond the current term ending March 31, 2022.

HI Calgary: the province of Alberta has asked if HI Calgary could be leased again. The province had leased the property until August 31, 2021.

23. Sunwapta Update

- R. Cryder introduced the agenda topic.
- R. Cyder visited the site and inspected all the buildings during a trip to Alberta in early September. A separate meeting was held with Parks Canada staff in Jasper.
- Converting the property to hostel use will be a significant investment that requiring a general contractor. Upgrading the property is beyond the ability of internal operational staffing in Jasper Park.
- Parks Canada confirmed that they will not financially contribute to upgrading the property.
- R. Cryder will work with Michel Tremblay, Manager of Jasper Wilderness Hostels, to generate estimates to upgrade the property.

24. Parking Lot

- No items.

25. Self Evaluation of governance process at this meeting

- A survey link was provided so directors could give their feedback on the meeting.

26. Adjournment

- J. Harrop adjourned the meeting at 12:45 PDT on Sunday, October 24.

Chair

Secretary