



**HI CANADA**

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

**BOARD OF DIRECTORS  
MEETING SUMMARY**

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<b>DATE &amp; TIME:</b>	<b>February 5 (8:30pm – 1:30pm PDT) February 6 (8:30am – 12:30pm PDT)</b>	
<b>PLACE:</b>	Virtual via Zoom	
<b>PRESENT:</b>	John Harrop	Chair
	Victoria Oppenlander	2 <sup>nd</sup> Vice Chair
	Krystal Kehoe	Director
	Danny Maile	Director
	Victoria Oppenlander	Director
<b>REGRETS:</b>	Dave Bentley	Director
	Ivan Somlai	Director
<b>GUESTS:</b>	Jeremy Fowler	
<b>STAFF:</b>	Robb Cryder	Acting CEO
<b>RECORDER:</b>	Robb Cryder	Acting CEO

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**1. Call to order**

- J. Harrop called the meeting to order at 8:32am PST.

**2. Meeting Evaluation - October 23-24, 2021**

- J. Harrop reviewed the meeting evaluation results from the October 23-24, 2021 Board Meeting.
- P. Nietresta reminded directors to make a comment if providing a negative response. This additional information will enable the board to take action to address concerns.

**3. Adoption of Agenda**

- J. Harrop reviewed the proposed agenda.
- Agenda item 18.1 was moved to follow agenda item 13.G.
- The revised agenda was adopted as amended.

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**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: The Board approves the board meeting agenda for the February 5-6, 2022 meeting as amended, is hereby acknowledged and ratified by the Directors of the Association.**

**4. Attendance**

**1. Attendance Review**

- R. Cryder confirms that all directors are compliant with the attendance policy.

**5. Adoption of Minutes of last meeting**

**1. October 23-24, 2021 Board Meeting Minutes**

- J. Harrop asked if there were any changes requested to the Minutes for the October 23-24, 2021 Board Meeting. There was none and they were adopted as presented.
- P. Nietresta reminded R. Cryder that Word and PDF version should be uploaded to BoardPaq.
- J. Harrop asked how In Camera Minutes should be handled. P. Nietresta said that a system should be developed to retain notes of In Camera meetings, as they don't appear in the Minutes.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: The October 23-24, 2021 Board Meeting Minutes be approved as presented, is hereby acknowledged and ratified by the Directors of the Association.**

**6. Ownership linkage**

(Presentations by or from owners or groups of owners, results of surveys, focus groups, etc)

**1. Verbal Update**

- P. Nietresta introduced the topic.
- A member meet-up will take place in Halifax as the PM Board is meeting there on May 28-29.
- An affordability survey, which was delayed due to the pandemic, will be undertaken in FY 2023.

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- K. Kehoe asked about a virtual member meet-up in addition to or combined with the Halifax member meet-up.
  - P. Nietriesta provided background information to the board's goal of having 1.5 hours of education for each two day meeting.

## **7. Board Education -**

### **1. Atlantic Region Hostels**

- J. Fowler presented on the HI hostels in the Atlantic Region, HIC's history in the area, and how he became a volunteer with HI.
- Notes there is no hostel in New Brunswick.
- There are 50 national parks and monuments in the areas making it a draw for tourism. Fundy National Park is one of the more notable federal attractions.
- HI Halifax and HI Wentworth are owned by the Atlantic Region, but PM Region operates both on behalf of the Atlantic Region. The hostels require significant investment.
- The marketing support that PM Region will provide is welcomed.
- Several questions were asked and answered.
- The directors thanked Jeremy for being an observer of the PM Board and for the informative presentation.

## **8. Ends**

(Development of refinement of Ends policies)  
No agenda item this meeting.

## **9. Items for Decision**

(Business arising from last meeting requiring decision first.)

### **1. Sale of HI Regina**

- R. Cryder provided an update on the sale of HI Regina.

### **2. Policy Governance**

- P. Nietresta introduced topic.
- A training session on policy governance will be organized for new board members and Julius, but everyone is welcome to join.
- P. Nietresta will organize date and time with Wayne Amundson, who will make the presentation.

## **10. HI Castle Mountain**

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## **License of Occupation Update**

- R. Cryder provided an update on the renewal of the License of Occupation for HI Castle Mountain.

## **11. HI Whiskey Jack**

### **Structural Condition Update**

- R. Cryder provided an update on the structural condition of HI Whiskey Jack in Yoho National Park.
- The seasonal hostel operates from late June to early October. After the annual opening, the access road is closed and the building is unattended for approximately 8 months.
- The snow and runoff around the building has caused some structural damage to the building over the years.
- A contract has been signed with the engineering company to gather cost estimates for the required structural upgrades.

### **Break - 15 minutes**

## **12. Lake Louise Staff Housing Opportunity**

- R. Cryder informed the board of an opportunity to lease lots for staff housing in Lake Louise.
- The HI - Alpine Club of Canada joint venture already has approval to build an extension on its main staff housing building.
- The size of the lots and density were beyond the staff housing needs of the HI LLAC.
- Management determined not to pursue this opportunity and the board supported this decision.

## **13. Governance Process**

### **a. Board Calendar Review**

- K. Kehoe reviewed the 2021-22 Board Calendar.
- Board education topics were reviewed.
- A motion was passed to hold the 2022 AGM in Calgary on April 11, 2022.
- Staff will look into the availability of the downtown location of the Calgary Public Library and the Kahanoff Conference Centre.

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- R. Cryder confirmed that accommodation and the meeting room had been booked for the April 9 -10 board meeting.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: as presented the Board sets the date for the 2022 Annual General Meeting at September 11, 2022 to be held in Calgary, is hereby acknowledged and ratified by the Directors of the Association.**

**b. FY 2021-22 Audit Program and Fees**

- V. Oppenlander presented the FY 2021-22 audit plan and the fees for approval by the Board.
- V. Oppenlander responded to several questions.
- J. Harrop asked about the materiality threshold of \$600,000 for HI Lake Louise Alpine Centre. V. Oppenlander confirmed that this number is reasonable.
- P. Nietresta noted that HI Atlantic was not included in the audit plan. R. Cryder will ask KPMG to add.
- R. Cryder will confirm the timing of an AGM for the Atlantic Region.
- A motion to approve the audit plan was not tabled and will occur at the April 9-10 board meeting.

**c. Nominating Committee - 2022 Board Election**

- P. Nietresta gave an overview of the electoral plan for the 2022-23 Board. A slate of Directors must be determined for the election.
- Next step is to email members to identify those who are interested in running for the board. R. Cryder will work with P. Nietresta to finalize the communication and distribute to members on March 11.
- Nominating and election process will be the same as the previous year.
- The requirement for the SAHA and CHANAD boards to have Albertans on the executive causes challenges. Since there is no guarantee that Albertans will be elected to the PM board in sufficient numbers to populate the SAHA and CHANAD board, there is always the possibility that we will not be able to meet the requirements of the AGLC and operate casinos unless outside board members are recruited. It is a chronic problem that needs to be addressed.

**d. Set Board Size for 2022/23**

- P. Nietresta introduced the agenda item.

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- A Motion was moved and passed to have seven directors and for Jeremy Fowler to remain an observer for the 2022-23 board year.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board sets the number of Directors at seven (7) and Jeremy Fowler will remain an observer for the 2022-23 board year, is hereby acknowledged and ratified by the Directors of the Association.**

**e. 2022 AGM Location and Date**

- This agenda item was dealt with under 13 a.

**f. Review of Latest Financial YTD Statement**

- R. Cryder reviewed the December financial and operational results.

**Break - 15 minutes**

**g. 2022/23 Board Budget**

- V. Oppenlander provided a summary of the proposed 2022-23 Board Budget.

**h. Board Expense Update**

- V. Oppenlander reviewed the Board Expenses to December 31, 2021.  
- Year to date expenses are \$37,718 below budget.

**i. HIC Governance & Structure**

**Preparation for PM & HIC Joint Meeting**

- J. Harrop introduced the agenda topic.  
- P. Nietresta mentioned that HIC holds the license to the trademarks used nationally, which is one of the items that needs to be managed in any consolidating process.  
- A joint PM-HIC meeting will be held on Sunday morning.

**1. Executive Limitations**

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(Development or revision of policies)

- No topic for discussion.

## **2. Board-CEO Relationship**

(Development or revision of policies)

- No topic for discussion.

**Break - resume 2/6/2022 at 8:30 am**

### **Day 2**

#### **14. HIC-PM and HIC Joint Meeting**

##### **Discussion of issues arising from the disaffiliation of HIC-Quebec & Ontario Region**

- A joint PM-HIC meeting was held to discuss the exit of the Quebec and Ontario region.
- HIC administrative staff, Sylvianne L'Allier, created minutes. They have been distributed separately.
- A decision was taken to create a work group comprised of directors of the PM and HIC boards. This work group will lead the transition due to the exit of the Q&O Region.
- A motion was tabled and passed that dissolves the Governance Review Committee and creates a National Governance Work group, members of which will be P. Nietresta, D. Maile, J. Harrop, and J. Fowler.
- A motion was tabled and passed that dissolved the CEO Recruitment Committee.

##### **ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board dissolves the Governance Review Committee established in October 2021 and creates a National Governance Work Group comprised of John Harrop, Danny Maile, Peter Nietresta, and Jeremy Fowler to work with the HIC Board on the future of HIC, is hereby acknowledged and ratified by the Directors of the Association.**

##### **ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board dissolves the CEO Recruitment Committee and any remaining issues will be addressed by the CEO Relationship Committee, is hereby acknowledged and ratified by the Directors of the Association.**

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**Break - 15 minutes**

## **15. Governance Committee Update**

- K. Kehoe introduced the topic.
- A discussion ensued about the potential amendments to the TNHA Bylaws that may be required. These include a cooling off period before staff can run for the board, changes to accommodate the new membership model, and any that may be required in light of changes to the organizational and governance structure of HIC.
- All amendments will be addressed at the same Special General Meeting.

## **16. Monitoring CEO Performance (Ends & Executive Limitations)**

### **1. Monitoring CEO Performance**

#### **a. Section 4 Monitoring**

- K. Kehoe introduced the agenda item and gave an overview of Section 4 Monitoring as a way to monitor the CEO's performance.
- The sections covered in this monitoring report were for Sections: 4.4 ; 4.5 ; 4.6; 4.7.
- K. Kehoe walked the Directors through the Section 4 Monitoring Report provided by R. Cryder, identifying where there was non-compliance or question/comments from directors.
- R. Cryder responded to several questions and requests for clarification.
- K. Kehoe said that the Governance Committee was satisfied with R. Cryder's submission.
- A motion was passed that expressed the board's acceptance of the report.
- The board requested that future Section 4 Monitoring Reports from the CEO only contain the sections being monitored for the period rather than all of the sections from 4.1 to 4.7. In this reporting period, the document would include sections 4.4 to 4.7.

#### **ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board accepts the Acting CEO's Section 4.4, 4.5, 4.6, 4.7 Policies Report for 2022 as amended, is hereby acknowledged and ratified by the Directors of the Association.**

## **17. Monitoring Board Performance**



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## 1. Section 3 Monitoring

- K. Kehoe introduced the agenda topic.
- P. Nietresta raised concern about sections 3.4 and 3.5 of the Board Policy Manual. They concern CEO compensation.
- A motion was moved and passed to delete section 3.4.
- A motion was moved and passed for section 3.5 to be reviewed by the CEO Relationship Committee.
- K. Kehoe then reviewed the report generated by the Section 3 Monitoring Survey completed by directors.
- K. Kehoe highlighted and facilitated discussion on any polices that raised concerns.
- As with the feedback survey for meetings, P. Nietresta reminded directors to provide a comment to elaborate on any negative answer. This enables action to be taken to address the concern.

### **ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board approves the permanent removal of section 3.5 of the Board Policy Manual, is hereby acknowledged and ratified by the Directors of the Association.**

### **ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board requests that section 3.4 of the Board Policy Manual be reviewed by the CEO Relationship Committee , is hereby acknowledged and ratified by the Directors of the Association.**

## 18. Information Requested by the Board

(Include here any items about which the Board has indicated in its policy on "Communication and Support to the Board" that it wishes to be informed, but which do not fall into the categories of monitoring, or information that is background for decisions. Be careful not to get into monitoring or decision-making here

## 19. Parking Lot

- No topics were raised.

## 20. CEO Recruitment & Orientation Update

- J. Harrop provided an update on the CEO recruitment.
- J. van Wyk will be invited to the policy governance presentation to be made by Wayne Amundson.

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## 21. Self Evaluation of governance process at this meeting

(How do you rate yourselves this meeting as to how well you followed the governing style to which you have committed yourselves?)

### 1. Summary and evaluation

<https://survey.alchemer.com/s3/6726757/Hi-PMR-Board-Meeting-Evaluation-Feb-5-6-2022>

- Directors to complete meeting feedback survey.

## 22. Adjournment

- J. Harrop adjourned the meeting at 12:10pm PST.

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Chair

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Secretary