



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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE & TIME: Saturday 11th April 8:30am to Sunday 2:00pm 12th April 2015

PLACE: HI-Whistler Meeting Room
1035 Legacy Way, Whistler BC, V0N 1B1

PRESENT:

James Wyatt	Chair
Jason Demers	1 st Vice Chair
Betty LaFave	2 nd Vice Chair
Charles Brown	Director
Narmin Hassam-Clark	Director (Sunday 12 th April only)
Michael Shui	Director
Meghan Trepanier	Director

REGRETS:

GUESTS:

STAFF:

Alistair McLean	CEO
Robb Cryder	COO

RECORDER: Alistair McLean CEO

1. Meeting Evaluation - January 31 - February 01, 2015

- J. Wyatt reviewed the meeting evaluation from the January 31 - February 01, 2015 board meeting.

2. Call to order

- The meeting was called to order at 8:45am PDT

ON A MOTION DULY MADE, UNANIMOUS

BE IT RESOLVED THAT: the Board meeting was called to order at 8:40am PDT, is hereby acknowledged and ratified by the Directors of the Association.

3. Adoption of Agenda

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- J. Wyatt reviewed the agenda for the following two days.
 - There were no changes to the agenda.

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board approves the agenda as presented, is hereby
acknowledged and ratified by the Directors of the Association.**

4. Attendance

4.1 Attendance Review

- A. McLean advised that all directors are in compliance.

5. Adoption of minutes of last meeting

5.1 January 31 - February 01, 2015 Board Meeting

- J. Wyatt reviewed the minutes of the January 31 - February 01, 2015 board meeting.
- There were no changes to the minutes.

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board approves the minutes dated January 31 -
February 01, 2015 as presented, is hereby acknowledged and ratified by the
Directors of the Association.**

6. Ownership linkage

6.1 Ownership Linkage Update

- M. Trepanier advised that the January Member Meetup feedback report is in the Boardpaq Library for the Directors review.
- M. Trepanier provided the main highlights of the report. No major surprises.
- Discussion around usage of members who have advised that would potentially like to volunteer. It is sometimes difficult to match up volunteers wants/desires to programs offered.
- The Vancouver meetup was very successful and members had a great time. Hostel tour was the highlight and travel photo session.
- M. Trepanier talked about discussions with Grant Millar around Facebook usage or other alternatives. This will be discussed further at the next committee meeting.
- Next meetup is currently scheduled Thursday May 28, 2015 from 7-9pm at HI-Edmonton. Neil Haggard to be approached to do a short travel presentation.
- Hostel Member cleanup date to be finalized.

7. Board Education

7.1 Quality Assurance @ HI presented by Robb Cryder

- A. McLean introduced Robb Cryder, HI-PM Region COO.
- R. Cryder provided a presentation on the QAS workgroup and the hostel inspection process.
- Several questions from the board members on QAS, HI-Q, and the inspection process.
- J. Wyatt thanked R. Cryder for his presentation.

8. Items for Decision

8.1 Ends

a. ENDS

- Nothing was discussed in this section at this meeting.

8.2 Governance Process

a. Board Calendar Review

- J. Demers reviewed the updated calendar.
- The next board meeting is May 30 - 31, 2015 at HI-Edmonton.

b. Committee Related Decisions

- Nothing was discussed in this section at this meeting.

c. 2015 HI-Canada NAGM & April 21, 2015 NSMM Motions & Board Nominations

- A. McLean provided a background and reason for the April 21, 2015 NSMM
- A. McLean advised that the Board needs to appoint a delegate and provide direction to the delegate on how to vote.
- Discussion around the draft motion provided in the meeting documents.
- The Board appointed J. Wyatt as the delegate and B. LaFave as alternate and provided the delegate/alternate direction for the April 21, 2015 NSMM.

ON A MOTION DULY MADE, UNANIMOUS

BE IT RESOLVED THAT: the Board appoints J. Wyatt as the True North Hostelling Association delegate and B. LaFave as alternate for the

April 21, 2015 HI-Canada NSMM or adjourned date and directs the delegate and alternate to recommend and vote to fix the number of HI-Canada Board of Directors at a maximum of six, is hereby acknowledged and ratified by the Directors of the Association.

- d. 2015 HI-C NAGM & April 21, 2015 NSMM Attendance & Delegate Selection
- A. McLean provided background on the the NAGM attendance and delegate selection.
 - Short discussion around delegate and alternate selection for the NAGM meetings.
 - The Board appointed J. Wyatt as the board delegate and J. Demers as alternate for the 2015 HI-Canada NAGM

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board appoints J. Wyatt as the True North Hostelling Association delegate and B. LaFave as alternate for the April 21, 2015 HI-Canada NSMM or adjourned date and directs the delegate and alternate to recommend and vote for to fix the number of HI-Canada Board of Directors at a maximum of six, is hereby acknowledged and ratified by the Directors of the Association.**

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board appoints J. Wyatt as the True North Hostelling Association delegate and J. Demers as alternate for the June 14, 2015 HI-Canada NAGM or adjourned date, is hereby acknowledged and ratified by the Directors of the Association.**

- e. 2015 HI-PM Region Board Election Update
- M. Trepanier provided an update on the 2015 Board Slate.
 - The board was advised that Narmin Hassam-Clarke will not re running in the 2015 board election and Jason Demers is stepping down with one year left on his term, however the following candidates are being presented on the Board Slate - Betty LaFave, Charles Brown and Andrew Crossett (Calgary)
 - Each returning director was provided with and completed the new competencies grid. There was a discussion around the missing competencies.
 - The board provided the Nominations Committee with the direction of potential new candidate competencies.
 - There was a discussion around the number of directors for this year. The board was advised under the new bylaws there is a potential issue around setting the number of directors.
 - A. McLean advised that he has discussed this with the Association's

legal council and reviewed the attached resolution with the board. After some discussion the board agreed to the resolution and it was signed by all in attendance and will be forwarded to Narmin Hassam-Clark for signature.

- The board decided to set the board of directors number to be eight. It is noted that J. Wyatt voted against the motion.

ON A MOTION DULY MADE, UNANIMOUS

BE IT RESOLVED THAT: the Board approves the Nominations Committees Board Slate for the 2015 Board of Directors election as presented, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, UNANIMOUS

BE IT RESOLVED THAT: the Board approves the resolution to amend bylaw 5.2 as presented and moved to present to the members at the September 10, 2015 True North Annual Meeting of Members for final approval, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, CARRIED

BE IT RESOLVED THAT: the Board approves the board of directors size for the 2015/16 board year at eight (8), is hereby acknowledged and ratified by the Directors of the Association.

- f. 2015 HI-PM Region Board Election Documents unanimous
- A. McLean advised the board it is required to approve the call for nomination and other nomination process documents for the 2015 board of directors election.
 - A. McLean reviewed each of the documents.
 - The board approved the documents as presented. The documents will be updated to reflect the board slate.
- g. 2015 HI-PM Region AGM Motions
- A. McLean advised that there are three standard motions for the 2015 True North Annual General Meeting that require pre-approval of the board for the meeting notice documents.
 - A. McLean reviewed the three motions.
 - A. McLean advised that under the previous board agenda item 2.e it will be necessary to have a motion around the new bylaw 5.2.
 - J. Wyatt asked whether there are any other motions that the board would like to present to the members at the September 2015 meeting? There were none.

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board approves the four motions for the 2015 True North Annual General Meeting of Members notice as presented, is hereby acknowledged and ratified by the Directors of the Association.**

- h. Review of Policies 2.3.9; 2.3.10; 2.3.14; 2.3.15; 2.4.4.4; 2.8.2; 2.9.5; 2.10.1; and 2.10.4

- J. Demers advised that the Governance Committee had reviewed the Section 2 policies identified for review at the January 31 - February 01, 2015 board meeting and presented the committee's recommended revisions to four policies of the policies.

- The Governance Committee recommended changes to the following policies 2.3.15; 2.9.5; 2.10.4; 2.10.1(to delete)

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board approves the changes to the following policies 2.3.15, 2.9.5, 2.10.1, and 2.10.4 as presented, is hereby acknowledged and ratified by the Directors of the Association.**

- i. Direct Inspection Update

- M. Shui provided an update on policy 4.5.9 and 4.7.1 following his direct inspection at the HI-PM Region Regional Offices in Vancouver in March, 2015.

- J. Wyatt provided an update on the Bilingual Policy 4.14 following his direct inspection at the HI-PM Region Regional Offices in Vancouver in April, 2015.

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board approves the direct inspection reports and management compliance of policies 4.5.9,4.7.1, and 4.14, is hereby acknowledged and ratified by the Directors of the Association.**

- j. Board iPad Policy Review

- At the previous board meeting it was agreed that the current iPad policy needed to be revised.

- A. McLean presented a new draft board iPad policy to the Governance Committee for consideration.

- J. Demers presented the new draft policy.

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board approves the new iPad policy as**

presented retroactive to February 02, 2015 when the last two Board iPads were purchased, is hereby acknowledged and ratified by the Directors of the Association.

- k. 2015 Annual Report - Board Inclusions
 - A. McLean referred the board to the attached version of the 2013/14 Annual Report. He advised the board that they needed to decide what areas they were going to provide to our Marketing Department for inclusion in the 2014/15 Annual Report.
 - A. McLean advised he needed that written information by the end of May, 2015.
 - Discussion around the Governance page. It was agreed to continue and J. Wyatt will prepare.

- L. Meeting Evaluation Questionnaire
 - J. Demers advised the Governance Committee discussed the evaluation tool we are currently using along with other external business ones.
 - Committee recommends we keep the existing tool and adjust the education question.
 - Short discussion around recommendation agreed to.
 - Will start with the 2015 October board meeting.

- m. Committee & Director Calendar - Update
 - J. Demers reviewed the past meeting information around having a central board calendar. There have been some small issues with the trial implemented at the Vancouver meeting.
 - It was agreed that we will not proceed further with a central system.

- n. University of Calgary - The Barclay Scholarship
 - A. McLean provided the board some background on his meeting in March with the University of Calgary and reviewed the attached proposal from them.
 - A. McLean provided a history of this fund prior to it being passed over to the university to handle and the region's involvement.
 - The Board decided to not donate further funds at this time to the scholarship.

**ON A MOTION DULY MADE, UNANIMOUS
BE IT RESOLVED THAT: the Board declines the request from the University of Calgary for a \$5,000 donation to the E. Catherine Barclay Scholarship and will continue to provide in kind donations as in the**

past, is hereby acknowledged and ratified by the Directors of the Association.

- o. HI-Prairie Region & Winnipeg Hostel Update
 - A. McLean provided the board an update of the recent termination of the HI-Prairie Region Executive Director and his recent conversation with their board chair.
 - A. McLean also provided an update on the HI-Prairie Region request to consider involvement in a new hostel in Winnipeg (St. Boniface). Background information was provided.
 - The board discussed the proposal and decided that the new HI-Jasper property was the next major hostel project. The board would be willing to review alternate proposals on joint ventures, management contracts etc. with little or no capital involvement.
 - It was agreed that A. McLean would provide an official response to Riel Economic Development Association.
 - There was an initial discussion around the viability of some of the Association's hostels and the effect it has on the development of current and new initiatives.

- p. Presidents' Forum Call March 16, 2015 Update
 - J. Wyatt provided the board an update from the latest Presidents' Forum call of March 16, 2015.
 - A discussion around A. McLean's role as Acting National Executive Director and setup with HI-Canada. It was agreed that J. Wyatt to contact W. Amundson for advice around additional monitoring of this temporary situation and if needed.

- q. Reserve Fund Report
 - At the previous board meeting A. McLean was requested to provide an update on the current reserve fund.
 - A. McLean presented his report.
 - Short discussion around investments and possible future presentation from our investment agent.

- r. Review of Latest Financial YTD Statement
 - As part of the board education, B. LaFave walked the board through the February 28, 2015 YTD consolidated financial statements.
 - Several questions came from the Board to B. LaFave. Board members found this process very educational, especially for

the non-financially inclined board member.
- Process will continue at future meetings.

s. Board Meeting Per Diem Discussion

- B. LaFave introduced the topic and provided research on another board.
- Long discussion around the topic.
- It was agreed to look at other avenues to advertise for board candidates for this year's election and re-address the topic next year if required following this year's election.

8.3 Executive Limitations

a. Executive Limitations

- Nothing was discussed in this section at this meeting.

8.2 Board-CEO Relationship

a. Board-CEO Relationship

- Nothing was discussed in this section at this meeting.

9. Monitoring CEO Performance (Ends & Executive Limitations)

9.1 Monitoring CEO Performance

- Nothing was discussed in this section at this meeting.

10. Monitoring Board Performance

10.1 Section 3 Monitoring

- The Section 3 policies were monitored by the Board in advance of the meeting and feedback provided on improvements to the policies.
- J. Demers presented the results of the survey for those policies that needed further discussion as identified by the Governance Committee.
- Through the monitoring process the Board identified the following sub-policy for review by the Governance Committee for the May 30-31, 2015 board meeting - 3.5.4

11. Information Requested by the Board

11.1 Board Expense Update

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- A. McLean provided an update on the 2014-15 board budget and answered several questions.

11.2 Calgary & Jasper Development

- A. McLean advised that the HI-Calgary lease has been amended to reflect the new ownership of the land from the City of Calgary to Calgary Municipal Land Corporation (CLMC) and about the new 10 year term and 5 year renewal lease and its penalty clauses.
- CLMC has assumed the current lease from the City of Calgary.
- J. Wyatt and A. McLean have signed the necessary documents.
- A. McLean provided an update on the new Jasper hostel with Britco and AtcoSL.
- Pricing on the pre-fab option from the two companies was received on Friday.
- After initial pricing received funding will be evaluated and the next step taken of obtaining proper architectural and engineering drawings so that a firm pricing can be obtained with discussion.
- Discussion around fundraising for the Jasper development.
- A. McLean to update the Board on discussions with our bank at the May 30-13, 2015 board meeting.

11.3 TERN Magazine Update

- A. McLean provided the board an update of the new digital magazine called Tern.
- A. McLean directed them to the new website to see a draft layout and advised everyone that the first edition will be released by mid May.
- Everyone was impressed with the new format and looks forward to the first edition.

12. Parking Lot

12.1 Directors' 360

- Discussion around it is time again to conduct a Board of Directors' 360 feedback process.
- J. Wyatt to discuss with W. Amundson at AXI around process and arrange.

12.2 Adopt - A - Hostel Project

- Discussion around dates of the adopt-a-hostel member project at HI-Rampart Creek.
- R. Cryder raised the possibility of part of this weekend project being held around cleaning up debris at HI-Hilda Creek. It was agreed to do that if

project moved forward.

- M. Trepanier advised that she would lead the weekend project and P. Nietresta is available to assist. She will confirm details and finalize availability of P. Nietresta.
- M. Trepanier to coordinate final dates (June 06-07 weekend), requirements etc. with A. McLean to coordinate with Regional Wilderness Manager.
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13. Self Evaluation of governance process at this meeting

13.1 Summary and evaluation

- A. McLean asked everyone to complete the online meeting evaluation before leaving the meeting.
- A meeting evaluation using online Fluid Surveys was completed by all Board members in attendance at the end of the meeting on Sunday.

14. Adjournment

The meeting was adjourned Sunday April 12,2015 at 12:35pm PDT.

Chair

Secretary