



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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE: Saturday April 05, 2014
Sunday April 06, 2014

TIME: Saturday 8:30 a.m. to 5:00 p.m. PDT
Sunday 9:00 a.m. to 1:00 p.m. PDT

PLACE: Vancouver Island Visitor Centre - Meeting Room
100-3607 Small Rd, Courtenay,
British Columbia, V9N 3Z8

PRESENT:

Brian Kelly	Chair
James Wyatt	1 st Vice Chair
Jason Demers	2 nd Vice Chair
Charles Brown	Director
Narmin Hassam-Clark	Director
Betty LaFave	Director
Michael Shui	Director
Meghan Trepanier	Director

REGRETS:

GUESTS:

STAFF: Alistair McLean CEO

RECORDER: Alistair McLean CEO

1. Call to order

The meeting was called to order at 8:40 a.m. PDT

2. Adoption of Agenda

- B. Kelly reviewed the agenda

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the agenda as presented, is hereby acknowledged and ratified by the Directors of the Association.

3. Attendance

- A. McLean advised all Directors were in compliance.

4. Adoption of minutes of last meeting

4.1 October 15, 2013 Board Meeting Minutes

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board minutes dated October 15, 2013 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

4.2 February 01-02, 2014 Board Meeting Minutes

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board minutes dated February 01-02, 2014 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

5.1 Ownership Linkage 3-Year Plan for Board Approval

- N. Hassam-Clark presented the draft 3-year Ownership Linkage plan.
- Discussion around the plan.
- B. Kelly raised issue around measuring of the different initiatives. Ownership Linkage Committee to look at different methods to measure success factors of the different initiatives.
- Finalized next two hostel articles for Outpost Magazine (HI-Cumberland and HI-Athabasca Falls).
- Discussion around the use and processes of a new Board Facebook page.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approved the 2014-16 3-year Ownership Linkage plan as presented, is hereby acknowledged and ratified by the Directors of the Association.

6. Board Education

6.1 HI-Cumberland Tour

- A. McLean introduced Jeremy Grasby who provided background on the history of the property and the Town of Cumberland and a tour of the hostel. Many questions from the Board for J. Grasby.
- B. Kelly thanked J. Grasby for his time and hospitality.

6.2 Dropbox

- A. McLean directed the Board members to the Dropbox 'cheat sheet' that K. Mackay prepared.
- A. McLean responded to the questions and reminded the Board never to delete any documents in Dropbox.

6.3 GoodReader

- J. Demers provided the Board with some additional GoodReader support.
- Board members asked some specific questions on its use.
- Short discussion around use of program.
- A. McLean advised we were looking at other potential Board software programs.

7. Items for Decision

a) Ends

- Nothing discussed in this section at this meeting.

b) Governance Process

b.1 Board Calendar

- J. Demers reviewed the revised calendar.
- May 24-25, 2014 Board Meeting to be held in Calgary at the Kahanoff Centre.
- A. McLean reminded the Board that the SGM for the approval of the Association's new bylaws will be held on Saturday, May 24, 2014 at 3:45 p.m. after the Board Meeting.

b.2 Committee Related Decisions

b.2.1 Nothing discussed at this meeting

b.3 Review of Policies 2.1.2; 2.3.12; 2.4.4.3; 2.4.4.4; 2.5.3.2; 2.6; 2.7.1; 2.7.2; 2.8.3; 2.10.1 and 2.13.4

- As part of the annual monitoring and review of the Board policies the above policies had been identified to be reviewed by the Governance Committee and the necessary adjustments and recommendations presented to the Board.

-
- J. Demers presented the draft recommendations for the policies identified at the February 01/02, 2014 Board Meeting that required review.
 - Discussion around each recommendation.
 - Governance committee to relook at policy 2.7.1 following the Board comments and provide new recommendation at the May Board Meeting.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the revised policies 2.1.2; 2.3.12; 2.4.4.3; 2.5.3.2; 2.7.2; 2.8.3, as amended, is hereby acknowledged and ratified by the Directors of the Association.

b.4 Board Development

- B. Kelly reviewed the topic of Board development and requested possible items where Board members felt they wanted some additional governance training or market understanding.
- Some topics suggested were market trends, different governance models, committee structures, policy – cause & effect, Board members personal profile review, financial statement training.
- It was agreed that B. Kelly would try and organize W. Amundson to do a presentation on Board Governance models at the May meeting.
- B. LaFave will do a short training session at the May meeting on how to read the financial statements.

b.5 Board Exit Interview Findings Report

- B. Kelly provided background information on the Exit Interview report. Committee work is not complete on the review of the report.
- Some items identified in the report have been actioned - board retreat, board orientation.
- Other items will be reviewed by the Governance and Nominations Committees and a report provided at the May Board meeting.

b.6 New True North Bylaw Update & Motion for SGM

- A. McLean advised that the draft bylaws have been finalized with our legal counsel and the necessary resolution for the SGM is attached for final approval by the Board. Board approved resolution.

-
- A. McLean advised that the SGM is set for Saturday May 24 at 3:45 p.m. after the Saturday Board Meeting in Calgary.
 - The notice of the meeting and voting will be done online for those members with a registered email address with us and the rest of the members will receive a notice and ballot by mail. The voting deadline is Friday May 16, 2014 at noon PDT.
 - Several questions around process were addressed.

b.7 CNCA HI-Canada Bylaws Update

- J. Wyatt advised that since the last board meeting this work group has held two meetings.
- J. Wyatt advised HI-Canada requested the regions to provide feedback on the first main draft version of the bylaws. Only two regions provided any substantive comments.
- HI-Canada will be issuing a final draft version to the regions before going to a SGM.
- B. Kelly, J. Wyatt, J Demers and A. McLean to review final comments from recent CNCA meeting on the HI-PM Region comments and are to provide a response for April 06, 2014.

b.8 2014 HI-PM Region AGM Motions

- A. McLean advised the Board needed to approve the motions for the 2014 AGM.
- A. McLean directed the Board Members to the draft motions' document in the board package.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the motions for the 2014 True North Annual General Meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

b.9 2014 HI-C NAGM Motions & Board Nominations

- A. McLean advised that there are no motions received yet from HI-Canada for the 2014 HI-C NAGM.
- There was a discussion around nominations for the 2014 NEB Directors' election.
- B. Kelly advised that our region does not have any potential candidates to bring forward at this time.
- A. McLean advised that any nominations have to be submitted by Friday, May 09 at 5:00 p.m. EDT.

b.10 2014 HI-C NAGM Attendance & Delegate Selection

- B. Kelly advised that the Board normally sends a delegate and one alternate to the HI-Canada NAGM and the Board needs to formally appoint the delegate and alternate at this meeting.
- Discussion around the delegate and alternate selection.
- Discussion around locations and use of hostels during the National AGMs.
- It was decided that the Board would send two of its' members to the NAGM.
- A. McLean to submit the delegate forms to HI-Canada by April 08, 2014.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves B. Kelly as the HI-PM Region's delegate for the HI-Canada 2014 NAGM in Halifax on Sunday June 08, 2014 or any adjourned date and James Wyatt as 1st alternate, is hereby acknowledged and ratified by the Directors of the Association.

b.11 Internal Review Report – Policy 4.17

- J. Demers advised he went to the Glenbow Museum archives to review the current hostelling holdings in the archives, to confirm compliance with Policy 4.17.
- J. Demers was fascinated by the substantive information held there.
- J. Demers suggested that at the Board retreat we organize a tour for the Board to see the documents.
- J. Demers advised that the CEO was in compliance with this policy.

b.12 Board Slate of Candidates for the True North Hostelling Assoc. AGM 2014

- C. Brown directed the Board to the Nominations Committee report.
- The current slate of candidates for this year's election is
 - Jason Demers
 - Michael Shui
 - Meghan Trepanier
 - James Wyatt
- C. Brown provided an update on other candidate searches.
- Discussion around candidates and next steps in nomination process.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the current slate of candidates as presented for the 2014 Board of Directors election, is hereby acknowledged and ratified by the Directors of the Association.

b.13 2013 Annual Report Inclusions

- B. Kelly advised that the Board needs to provide messaging and other Board content for this year's Annual Report.
- It was agreed that there is a need for 2 pages again this year for the board's usage. These pages will include information on board activities, ownership linkage and governance. The Board Chair's letter is separate and located at the front of the report.
- A. McLean advised that Marketing needs these reports before the end of May.

b.14 2014 Board Retreat Topics and Committee

- Discussion around possible locations. The Board agreed to hold the retreat at HI-Kananaskis subject to availability and HI-Banff as the backup.
- J. Wyatt, N. Hassam-Clark, B. Kelly and B. LaFave have agreed to organize the retreat.
- Friday training session will be held in Calgary with a possible tour to the Hostelling section in the Glenbow Museum archives.
- Work Group to report back at the May Board meeting.

b.15 External Review (HI-Banff) – Policy 4.4.1 & 4.4.4

- Due to the lack of information from the consultant to date, this item was tabled to the May 2014 Board meeting.

b.16 2014-16 Strategic Plan Details

- A. McLean directed the board members to the Business Plan included in the board package and provided an overview so as to show the link between the Association's three year Strategic Plan and how it cascades down into Operations.
- A. McLean responded to several questions.

b.17 2014 Board Election Documents

-
- A. McLean advised that the Board needs to approve the different documents enclosed in this meeting's board package for the 2014 Board of Directors' election.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the 2014 Board of Directors' election documents as presented, is hereby acknowledged and ratified by the Directors of the Association.

c) Executive Limitations

c.1 Nothing discussed in this section at this meeting.

d) Board-CEO Relationship

d.1 Nothing discussed in this section at this meeting.

8. Monitoring CEO Performance (Ends and Executive Limitations)

8.1 Nothing discussed in this section at this meeting.

9. Monitoring Board Performance

9.1 Section 3 Monitoring Report

- J. Demers directed the Board to the monitoring report in the Board package.
- Governance Committee identified, in advance of this meeting, policies for further discussion by the Board at this meeting.
- Following the monitoring process at the meeting policy 3.6.2 was identified for further review by the Governance Committee.

10. Information Requested by the Board

10.1 Board Budget Update

- A. McLean provided an update on the 2013-14 Board budget expenses as of March 20, 2014 and answered questions.

10.2 Calgary and Jasper Development

-
- A. McLean provided an update on the Calgary lease and the construction work around the property.
 - A. McLean advised nothing new to report on the Jasper development at this meeting but will have an update at the May board meeting following his meetings with two potential Canadian container suppliers.
 - Discussion around hostels and financial sustainability.

11. Self-evaluation of governance process at this meeting

- Board reviewed meeting evaluations from last meeting.
- Meeting evaluations using online Fluid Surveys were completed by all Board members after the meeting.

12. Adjournment

The meeting was adjourned at 12:20 p.m. PDT Sunday, April 06, 2014.

Chair

Secretary