



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

DRAFT

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE:	Saturday February 01, 2014 Sunday February 02, 2014															
TIME:	Saturday 9:00 am to 5:00pm PST Sunday 9:00am to 3:00pm PST															
PLACE:	HI-Vancouver Jericho Beach, Vancouver, BC															
PRESENT:	<table><tr><td>Brian Kelly</td><td>Chair</td></tr><tr><td>James Wyatt</td><td>1st Vice Chair</td></tr><tr><td>Jason Demers</td><td>2nd Vice Chair</td></tr><tr><td>Charles Brown</td><td>Director</td></tr><tr><td>Betty LaFave</td><td>Director</td></tr><tr><td>Narmin Hassam-Clark</td><td>Director</td></tr><tr><td>Michael Shui</td><td>Director</td></tr></table>		Brian Kelly	Chair	James Wyatt	1 st Vice Chair	Jason Demers	2 nd Vice Chair	Charles Brown	Director	Betty LaFave	Director	Narmin Hassam-Clark	Director	Michael Shui	Director
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James Wyatt	1 st Vice Chair															
Jason Demers	2 nd Vice Chair															
Charles Brown	Director															
Betty LaFave	Director															
Narmin Hassam-Clark	Director															
Michael Shui	Director															
REGRETS:	Meghan Trepanier	Director														
GUESTS:	<table><tr><td>NEB</td><td>HI-Canada (Saturday morning)</td></tr><tr><td>Bernd Dohn</td><td>CEO DHJ, Germany (Via Telephone) (Saturday morning)</td></tr><tr><td>Suzanne Reeves</td><td>Exec. Director CTC Youth Travel Program (Saturday morning)</td></tr></table>		NEB	HI-Canada (Saturday morning)	Bernd Dohn	CEO DHJ, Germany (Via Telephone) (Saturday morning)	Suzanne Reeves	Exec. Director CTC Youth Travel Program (Saturday morning)								
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STAFF:	Alistair McLean	CEO														
RECORDER:	Alistair McLean	CEO														

1. Call to order

The meeting was called to order at 11:50am PST

2. Adoption of Agenda

- B. Kelly reviewed the agenda
- Added item 7b.2.2 Nominations Committee update

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the agenda as amended, 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 November 02-03, 2013 Board Meeting Minutes

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board minutes dated November 02-03, 2013 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

5.1 Ownership Linkage Report & Draft 3 Year Plan

- J. Demers advised that M. Trepanier and N. Hassam-Clark will co-chair the committee moving forward.
- N. Hassam-Clark provided a summary of the results from the two meetups.
- N. Hassam-Clark provided a short overview of the draft three year plan which will be formally presented and approved at the April 2014 board meeting.
- Discussion around the overview.
- Executive overview was sent out to the meetup participants.
- Recommendations will be shared with meetup participants.

6. Board Education

6.1 DJH Presentation

- J. Marier introduced Bernd Dohn, CEO of DJH
- A couple of HI-Canada regional members joined the session through zoom.us
- B. Dohn provided a power point presentation on Youth Tourism in Germany.
- Several questions were asked about the presentation.

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- G. Blais thanked B. Dohn for giving up his Saturday evening to provide his presentation.

6.2 CTC Youth Travel Program

- A. McLean introduced Suzanne Reeves, Executive Director of the Youth Travel Program for CTC
- S. Reeves provided a Prezi presentation on the new Youth Travel Program that CTC is investing in to initially celebrate Canada's 150 birthday in 2017 and then as a legacy program after 2017.
- Short discussion and questions on the presentation.
- B. Kelly thanked S. Reeves for giving up her Saturday morning to provide us with her presentation.

6.3 CNCA Update

- L. Derkach provided an update on the National CNCA process.
- Discussion around next steps and consultation process with the regions.
- G. Blais thanked L. Derkach.

6.4 Ownership Linkage Meetups

- J. Demers provided a presentation on the two member meetups that the HI-PM Region held this past year in Whistler and Lake Louise.
- Discussions around our process and how this could be carried out in the other regions by their boards.
- B. Kelly thanked J. Demers for his presentation.

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 updated calendar.
- April 05-06, 2014 meeting to be held at HI-Cumberland on Vancouver Island.
- J. Demers advised that at the April meeting we will be doing the Section 3 monitoring not Section 1 which will be done at the May meeting.

b.2 Committee Related Decisions

b.2.1 Audit Committee – External Monitoring

- B. LaFave advised that she has spoken to the auditors and finalized an audit plan and a draft monitoring plan on some of the internal controls processes to be carried out during the 2014 audit.
- B. LaFave provided a draft external monitoring plan on procurement expenses, capital assets additions, and 2 night audit verifications one in BC and one in Alberta.

ON A MOTION DULY MADE, carried.

BE IT RESOLVED THAT: the Board conditionally approves the amended external monitoring plan based on the cost reduction of reducing the monitoring plan by 2 locations, is hereby acknowledged and ratified by the Directors of the Association.

b.2.2 Nominations Committee – Update

- B. Kelly advised that C. Brown has agreed to chair the Nominations Committee.
- Those up for election in 2014 are J. Wyatt, J. Demers, M. Trepanier and Michael Shui.
- C. Brown asked the board members to please advise him in the next few weeks if they will be putting their name up for re-election and any continuing board members to advise if there is any possibility they would not be completing their 2 year term.

b.3 Review of Policies 4.3.8; 4.5.7; 4.7.1; 4.9.3; 4.12.3; 4.14.2 & 4.14.3

- As part of the annual monitoring and review of the Board policies the above policies had been identified to be reviewed and the necessary adjustments made.
- J. Demers presented the draft recommendations of the policies identified at the October 2013 Board meeting that required review.
- Discussion around each recommendation.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the revised policies 4.3.8.1; 4.5.7; 4.9.2; 4.12.2; 4.12.3; 4.14.2 and 4.14.3 as amended, is hereby acknowledged and ratified by the Directors of the Association.

b.4 Set Board Size for 2014/15

- B. Kelly advised that as part of the Board Calendar the Board needs to set the number of Director positions for the 2014/15 Board elections.
- Following discussion on this matter it was agreed to set the number of Director positions for the 2014/2015 Board elections at 8.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board set the number of Directors for the 2014/15 Board of Directors year at eight (8), is hereby acknowledged and ratified by the Directors of the Association.

b.5 Strategic Plan/Budget Flow Chart

- A. McLean provided a step by step description of the strat plan and budget process.
- A. McLean answered several questions on the process.
- Suggestion to add flow chart into board orientation package.

b.6 Strategic Plan for 2014-16

- A. McLean presented the background information around the annual strategic plan and the new format.
- The Board received the current 3 year Strategic Plan for the Association from A. McLean and asked several questions and made comments around the new layout.
- A. McLean to provide overview details for April board meeting.

b.7 2014-15 HI-PM Region Operating & Capital Budgets

- A. McLean presented the 2014-15 Operating and capital budgets for information to the board.
- Several questions and explanations provided around the budget revenues, expenses and capital projects.

b.8 2014-15 Board Budget

- A. McLean & B. LaFave presented the Board budget for 2014/15.
- Discussion around several items and timing of expenses.
- Board Committees were reminded to obtain approval of funds from Board Chair prior to engaging an external consultant.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board Budget for 2014/15 is approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

b.9 2013 AGM and Townhall Locations

- Discussion around having an additional townhall meeting this year. It was agreed to do a third townhall this year in Red Deer on September 17, 2014. It was agreed also that there will be a minimum of ten members RSVP date cut off for the meeting to proceed.
- The date of September 11, 2014 was set and agreed to for the AGM in Calgary. Site to be advised.
- The other townhall meetings were set and agreed to for Edmonton Tuesday September 16, 2014 and Vancouver Tuesday September 23, 2014.

b.10 Board Exit Interview Findings & Recommendations

- B. Kelly provided background and reviewed the recommendations from the consultant.
- Several of the recommendations will be reviewed by the Nominations and Governance Committees.
- Recommendations will be presented at the April 2014 board meeting.

b.11 Internal Review Report Policy 4.17

- J. Demers advised that he has not had the time to visit the Glenbow museum for monitoring policy 4.17.
- This will be completed for the April 2014 board meeting

b.12 External Monitoring Report Policy 4.4.1 & 4.4.4

- J. Demers advised that the board, in the spring of 2013, engaged an external engineering firm to review two hostels in Alberta.
- J. Demers advised that we had received the draft report for HI-Castle Mountain and await the HI-Banff Report.
- J. Demers provided an executive overview of the report and its compliance to policy.
- Discussion around report.
- Banff report will be reviewed at the April 2014 board meeting.
- At the April 2014 board meeting there will be a discussion around a possible direct inspection of the capital project processes.

b.13 Ends Presentation

- J. Wyatt provided a short presentation for the new board members on the Association's setup, and Ends.
- Recommendation to provide presentation at board orientation sessions.

b.14 Board Complimentary Accommodation Policy

- As a follow up to the October 2013 board meeting J. Demers advised the Governance Committee had discussed this issue.
- Item was tabled until the May 2014 board meeting.
- A. McLean will provide data to the Governance Committee for reservations for October to April.

b.15 Joint Meeting with the NEB

- On Friday evening the Board discussed the agenda for the Saturday morning joint meeting with the NEB and the Saturday evening dinner.
- On Saturday afternoon the board debriefed and had some discussion around some of the items raised during the Saturday morning joint meeting.

b.16 Sustainability Policy Update

- B. Kelly advised this item will be addressed by the Governance Committee and a recommendation brought back to the May 2014 board meeting.

b.17 PM Region Bylaws Update & Next Steps

- A. McLean advised that a final version of the bylaws has been drafted and as agreed at the November 2013 board meeting a consultation process with the members took place.
- A. McLean advised we received five emails and the comments were included in the report to the board.
- B. Kelly advised we now need to agree to the next steps to finalize the bylaws.
- A. McLean reviewed the next steps report provided in the board package.
- Discussion around each of the recommendations.
- It was agreed to hold a Special General Meeting on Saturday May 24, 2014 in Calgary.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves a Special General Meeting on Saturday May 24, 2014 in Calgary to approve the new Bylaws for the True North Hostelling Association, is hereby acknowledged and ratified by the Directors of the Association.

b.18 Section 3 Monitoring Prep

- B. Kelly provided a background on past monitoring and approach on how monitoring should work.
- J. Demers provided some direction for the new board members on how section 3 monitoring should be carried out.
- B. Kelly stated to remember this is evidence based reporting.

c) Executive Limitations

- Nothing discussed in this section at this meeting.

d) Board-CEO Relationship

- Nothing discussed in this section at this meeting.

8. Monitoring CEO Performance (Ends and Executive Limitations)

- Nothing discussed in this section at this meeting.

9. Monitoring Board Performance

9.1 Section 2 Monitoring

- The section 2 policies were monitored by the Board in advance of the meeting and feedback provided on improvement to the policies.
- J. Demers presented the results of the survey for those policies that needed further discussion.
- Through the monitoring process the Board identified the following policies and sub policies for review by the Governance Committee for the April 2014 board meeting – 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;

10. Information Requested by the Board

10.1 Board Budget Update

- A. McLean provided an update on the 2013-14 Board budget and answered questions.

10.2 Calgary and Jasper Development

- A. McLean provided an update on his meetings and correspondence with the City of Calgary and CMLC.
- A. McLean provided an update on the reconstruction of the HI-Calgary.

10.3 Signage Update

- A. McLean provided an update on the progress of the signage program.

11. Self-evaluation of governance process at this meeting

- Meeting evaluations using online Survey Monkey were completed by all Board members at the end of the meeting, Sunday.

12. Adjournment

The meeting was adjourned at 2:10pm PST Sunday February 02, 2014.

Chair

Secretary