



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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE & TIME: Saturday, January 31, 2015, 9:00 am - 4:00 pm to
Sunday, February 01, 2015, 9:00am - 2:30pm

PLACE: HI-Vancouver Downtown Meeting Room

PRESENT:

James Wyatt	Chair
Jason Demers	1 st Vice Chair
Betty LaFave	2 nd Vice Chair
Charles Brown	Director
Narmin Hassam-Clark	Director (Sat Morning only)
Michael Shui	Director (1/2 day Saturday and Sunday)
Meghan Trepanier	Director

REGRETS:

GUESTS:

Grant Millar	Acting Director of Marketing
Heather Cleland	Social Media Specialist

STAFF:

Alistair McLean	CEO
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RECORDER:

Alistair McLean	CEO
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1. Meeting Evaluation - October 25-26, 2014

- J. Wyatt reviewed the meeting evaluation from the October 2014 board meeting.
- Short discussion around owner input.

2. Call to order

- The meeting was called to order at 9:05am PST

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board meeting was called to order at 9:05am PST, hereby acknowledged and ratified by the Directors of the Association.

3. Adoption of Agenda

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

**ON A MOTION DULY MADE,
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 October 25-26, 2014 Board Meeting

- J. Wyatt reviewed the minutes of the October 25-26, 2014 board meeting.
- There were no changes to the minutes.
- In future until Boardpaq upgrades editing we will forward draft board meeting minutes to board members via Boardpaq as well as a Word document.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board minutes dated October 25-26, 2014 are
approved as presented is hereby acknowledged and ratified by the Directors
of the Association.**

6. Ownership linkage

6.1 Ownership Linkage Update

- M. Trepanier provided the Board an update on the Ownership Linkage Committee's activities since the last board meeting.
- M. Trepanier reviewed the social evening held the previous evening at HI-Vancouver Downtown. 27 members confirmed with 24 members showing up and 20 members completed the survey at the end of the evening.
- M. Trepanier provided a very quick top level feedback from the survey. There will be a detailed report on the survey at the April Board meeting.
- Next social evening will be in Edmonton on the Friday evening of the Board meeting weekend in late May.
- Discussion around the setup of the evening and what can be improved for the next one.
- Possible presentation on wilderness hostels and Jasper project at Edmonton evening social.
- Discussion around the Adopt-a-Hostel at Rampart Creek hostel for late May or early June.

7. Board Education

7.1 HI-PM Region Marketing Plan

- A. McLean introduced Grant Miller.
- G. Miller provided a presentation on the structure of the Marketing Department and the 2014-15 HI-PM Region Marketing plan.
- Several questions around the plan.
- J. Wyatt thanked G. Miller for his presentation.

7.2 Social Media Presentation by Heather Cleland

- A. McLean introduced Heather Cleland to the Board.
- H. Cleland provided a power point presentation on the HI-Canada National social media program and Hostel social media programs and layout.
- Several questions from the board members on social media and the current programs.
- J. Wyatt thanked H. Cleland for her 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 April 11-12, 2015 meeting at HI-Whistler.
- The May board meeting has been moved from May 23-24 to May 30-31, 2015 in Edmonton at HI-Edmonton.

b. HI-Canada Update

- J. Wyatt provided an update to the Board on the leadup to and the recent happenings at HI-Canada along with the announcement made at the Presidents' Forum call.
- Discussion around the event.
- The Board went in camera at 2:52pm
- The Board returned to the open meeting at 2:58pm
- A. McLean advised that we have been approached by HI-Canada on how we may be of assistance during this transition period.
- J. Wyatt provided a further update on Sunday morning of the meeting on the new NEB Board structure and Interim Executive Director.

c. Committee Related Decisions

- Nothing discussed in this section at this meeting.

d. 2015/16 Audit Program and Fees

- B. LaFave advised that she has spoken to the auditors and the Audit Committee has finalized an audit plan to be carried out during the 2014-15 audit process.

- B. LaFave presented the 2014-15 audit fees and plan and answered several questions around the fees and program.

- B. LaFave shared the risks items that the auditor's plan has presented that they will be monitoring.

- There will be no additional items above and beyond the normal audit requested this year for the auditors to carry out.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the audit fees and plan for PriceWaterhouseCooper LLP for the fiscal year ending March 31, 2015 as presented by the Audit Committee, is hereby acknowledged and ratified by the Directors of the Association.

e. Set Board Size for 2015/16

- J. Wyatt advised that as part of the Board Calendar the Board needs to set the number of Director positions for the 2015/16 Board elections.

- Following a lengthy discussion on this matter, it was agreed to set the number of Director positions for the 2015/16 board year at 7.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board sets the number of Directors for the 2015/16 True North Board year at seven (7), is hereby acknowledged and ratified by the Directors of the Association.

Vote was not unanimous.

f. Board Election 2015 Update

- M. Trepanier provided the board with an update on the 2015/16 board election.

- M. Trepanier introduced a board competencies spreadsheet for discussion purposes. The Board reviewed and provided feedback on the design. The Nominations Committee will update and issue out a revised

version to each board member to complete.

- M. Trepanier advised that N. Hassam-Clark will not be running next year.

- C. Brown and B. LaFave advised they will be putting their names forward for the election.

- J. Demers advised the Board that he will be stepping down at this year's AGM in mid-term due to work and personal commitments.

g. Review of Policies 4.1.7 and 4.12.4

- J. Demers advised the Governance Committee had reviewed the two policies and he presented minor revisions to each policy.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the revised policies 4.1.7 and 4.12.4 as presented, is hereby acknowledged and ratified by the Directors of the Association.

h. 2015 AGM and Member Meetup Schedule & Locations

- The date of September 10, 2015 was set and agreed to for the AGM in Edmonton at the HI-Edmonton hostel.

- There was a discussion around member updates and it was agreed that we will not do the old style Townhall meetings but switch to the new social evening format that was hosted in Vancouver January 30, 2015. After the AGM an email blast will be issued to ALL members that the AGM has been held and where to find our annual report and audited financials on the website.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board set the date of the 2014/15 Annual General Meeting as Thursday September 10, 2015 in the City of Edmonton at the HI-Edmonton Hostel, is hereby acknowledged and ratified by the Directors of the Association.

i. Direct Inspection Update

- J. Demers advised that the direct inspection process has been assigned to different Governance Committee members and there will be a final report presented at the April board meeting.

j. Strategic Plan for 2015-17

- A. McLean presented the background information around the annual strategic plan and the format.

- The Board received the current 3 year Strategic Plan for the Association from A. McLean and asked several questions.

k. 2015-16 HI-PM Region Operating & Capital Budgets

- A. McLean presented the 2015-16 Operating and Capital budgets for information to the board.
- Several questions and explanations provided around the budget revenues, expenses and capital projects.

l. 2015-16 Board Budget

- B. LaFave presented the Board budget for 2015/16.
- Discussion around several items and timing of expenses.
- Member Meetups to be combined under Membership Linkage line.
- Board Committees were reminded to obtain approval of funds from the Board Chair prior to engaging any external consultant or supplier.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board Budget for 2015/16 for the year ending March 31, 2016 is approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

m. Board iPad Policy Review

- J. Wyatt reviewed the current Board iPad policy.
- The board agreed that the policy will be revised that iPads will be depreciated over three years instead of the current four.

n. Flood Insurance & Risk Discussion

- B. LaFave provided information on increase of insurance rates in April.
- Discussion around the 2013 flood at the HI-Calgary and the new insurance policies and lack of flood insurance at HI-Calgary. Hostel insurance does include sewer backup.
- There was a discussion around a special reserve and it was agreed by the Board that no special reserves need to be setup for this property.
- Any flood claims would be handled through the regular reserve fund with board approval if ever required

o. Meeting Evaluation Questionnaire

- J. Demers advised that the Governance Committee is currently reviewing and will be bringing a draft version to the April 2015 board meeting.

p. Committee & Director Calendar

- J. Demers introduced the use of a gmail calendar.

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- Each board member will receive an invitation to join.
 - Committee Chairs will be able to post committee dates etc.
 - J. Demers to finalize the calendar settings.

q. Review of Latest Financial YTD Statement

- As part of the board education, B. LaFave walked the board through the November 30, 2014 YTD consolidated financial statement.

8.3 Executive Limitations

a. Executive Limitations

No items for this meeting

8.4 Board-CEO Relationship

a. Board-CEO Relationship

No items for this meeting

9. Monitoring CEO Performance (Ends & Executive Limitations)

9.1 Monitoring CEO Performance

No items for this meeting

10. Monitoring Board Performance

10.1 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 as identified by the Governance Committee.
- Through the monitoring process the Board identified the following policies and sub-policies for review by the Governance Committee for the April 11-12, 2015 board meeting - 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; 2.10.4
- The Governance Committee is to rewrite the future survey preamble.
- Item 2.6 overriding statement to be removed from future section 2 monitoring.

11. Information Requested by the Board

11.1 Board Expense Update

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

11.2 Calgary & Jasper Development

- A. McLean provided an update on the construction costs and process of the Jasper project.
- A. McLean provided an update on his meetings and correspondence with the City of Calgary and CMLC.

12. Self Evaluation of governance process at this meeting

12.1 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, Sunday.

13. Adjournment

The meeting was adjourned Sunday February 01, 2015 at 2:20pm PST

Chair

Secretary
