



**HOSTELLING INTERNATIONAL**  
Pacific Mountain Region

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

**BOARD OF DIRECTORS  
MEETING SUMMARY**

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**DATE & TIME:** Saturday 24 May 2014, 8.30am to 5pm  
Sunday 25 May 2014, 8.30am to 5pm

**PLACE:** Kahanoff Centre, Calgary

**PRESENT:**

Brian Kelly	Chair
James Wyatt	1 <sup>st</sup> Vice Chair
Jason Demers	2 <sup>nd</sup> Vice Chair
Betty LaFave	Director
Narmin Hassam-Clark	Director
Meghan Trepanier	Director

**REGRETS:**

Michael Shui	Director
Charles Brown	Director

**GUESTS:** Wayne Amundson

**STAFF:** Alistair McLean CEO

**RECORDER:** Alistair McLean CEO

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**1. Call to Order**

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

**2. Adoption of Agenda**

- B. Kelly reviewed 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.

Move: Jason Demers

Second: James Wyatt

Status: Passed

**3. Attendance**

3.1. Attendance Review

- A. McLean advised all directors are in compliance.

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#### 4. Adoption of minutes of last meeting

- 4.1. April 05-06, 2014 Board Meeting Minutes
- B. Kelly reviewed the minutes with no changes made.

**ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** the Board minutes dated April 05-06, 2014 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

Move: James Wyatt  
Second: Meghan Trepanier  
Status: Passed

#### 5. Ownership Linkage

##### 5.1 Ownership Linkage Update

- N. Hassam-Clark advised that committee has discussed measurements for the different parts of the three year Ownership Linkage plan.
- N. Hassam-Clark presented the different measurements suggested.
- Discussion around use of hostel users home location data for owner event planning.
- Discussion around linking to outdoor groups to be involved in an adopt a hostel weekend.
- J. Demers to write Outpost article on HI-Penticton or HI-Jericho Beach

#### 6. Board Education

##### 6.1. Board Governance Models

###### Pros & Cons of different models

- B. Kelly introduced Wayne Amundson and provided background information on the topic of different governance models and reason why the board requested a presentation on this topic.
- W. Amundson presented a short background on the current board model of policy governance and why it was chosen. He then presented several other governance models and the pros and cons of each.
- W. Amundson answered questions around the different models.
- B. Kelly thanked W. Amundson for his presentation and taking time out of his weekend.

##### 6.2 Board Financial Statements

###### How to Interpret Financial Statements for the Non-Financial Member

- B. LaFave provided a presentation on how to read and interpret our association financial statements.
- B. LaFave provided some general background information on different accounting statements prepared in accordance with national, international guidelines.
- B. LaFave did a walk through the current draft audited financial statements for the year ending March 31, 2014.
- B. LaFave answered several questions.
- B. Kelly thanked B. LaFave for her presentation.

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## 7. Items for Decision

### 7.1. Ends

- a. No items for discussion at this meeting

### 7.2 Governance Process

#### a. Board Calendar Review

- J. Demers reviewed the updated calendar.
- Next face to face Board meeting to be held following the 2014 AGM September 11, 2014 in Calgary followed by the Board Retreat September 12-14, 2014 at HI-Banff.
- The first full board meeting will be held October 25-26, 2014 in Edmonton.

#### b. Audit Committee

- B. LaFave advised that there are no changes recommended to the terms of reference.

#### c. Governance Committee

- J. Demers advised that after a review the committee has no changes to the terms of reference.

#### d. Nominating Committee

- B. Kelly advised that there were no changes required to the terms of reference

#### e. CEO Relationship Committee

- B. Kelly advised that there are no changes recommended to the terms of reference.

#### f. Ownership Linkage Committee

- N. Hassam-Clark advised that there are no recommended changes to the terms of reference.

#### g. Board Education Draft Plan

- J. Demers advised that the Governance Committee discussed this item and recommend that, on an ongoing basis the Governance Committee will present annually, a formal board education plan at the annual board retreat for discussion and for approval at the October board meeting.
- It was agreed to table the item until the board retreat.
- Board members to advise J. Demers of any education training suggestions prior to the retreat.

#### h. HI-Canada (CNCA) New Bylaw Update

- J. Wyatt provided an update on the latest work of the HI-C CNCA work group. The group had a series of calls since our last board meeting.
- J. Wyatt advised that our Board Officers have met several times to discuss the drafts and provide feedback and direction for J. Wyatt at the CNCA meetings.

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- J. Wyatt advised the final draft copy was sent out May 16, 2014 for review and approval at the 2014 HI-C NAGM.
  - Short discussion around the current draft.

i. 2014 HI-Canada Board Election Slate

- B. Kelly and J. Wyatt provided an update on the different candidates of the HI-Canada board slate.
- There was a discussion around the different candidates, strategy, and board latitude for the delegate and alternate at the 2014 HI-Canada NAGM.
- Currently there are 6 candidates for 5 positions.

j. HI-Canada NAGM Motions and Agenda

- B. Kelly advised that there are no major motions from the regions or the NEB for the 2014 NAGM except for the motion for the approval of the new HI-Canada Bylaws to comply with the new Canadian Not for Profit Act.
- B. Kelly advised that the Board will need to give our board delegate and alternate direction on how to vote for the different motions and for the election of the NEB Directors.
- There was discussion around all the different motions.
- There was discussion around the different candidates for the NEB Directors election.

**ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** based on the information available today the Board endorses and directs the delegate and alternate to vote at the 2014 HI-Canada National Annual General Meeting on June 08, 2014 or adjourned date in support of agenda item 1.0 Approval of the Agenda; to vote in support of agenda item 2.1 Approval of the HI-Canada NAGM Minutes of June 09, 2013; to vote in support of agenda item 2.2 Approval of the minutes of the National Special General Meeting of October 23, 2013; to vote in support of agenda item 4.0 Treasurer's report if appropriate after listening to it; to vote in support of agenda item 5.0 Appointment of Auditors; to vote in support of agenda item 6.0 Proposed new bylaws; to vote in support of the following candidates under agenda item 7.0 Election of Directors for the 2014-15 HI-Canada National Executive Board - Marc Brunelle, Nicolas Phillips, and provide the delegate and alternate latitude to change or add to, following presentations by the candidates, is hereby acknowledged and ratified by the Directors of the Association.

Move: Jason Demers  
Second: Betty LaFave  
Status: Passed

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k. 2014 HI-PM Region Board Slate & Board Elections

- A. McLean advised that the "Call for Nominations" was issued to all members with an email address and was posted on the website on Tuesday May 13, 2014 which abides with our current bylaws.
- Call for nominations closes on Thursday June 12, 2014.
- A. McLean to advise the Nominations Committee if there are any nomination forms received so that the committee can contact potential candidates and provide further details of the position and conduct an interview.
- B. Kelly reviewed the current slate.

l. HI-PM Region New Bylaws SGM Review Process

- B. Kelly reminded the board that after today's meeting there will be a short Special General Meeting held to approve the new True North Hostelling Association bylaws to comply with the new Canadian Not for Profit Act.
- A. McLean reviewed the process for the meeting. He advised that seven members rsvp'd to attend the meeting.
- A. McLean advised that the online voting and mail in ballot voting closed last Friday May 16, 2014 at 12:00pm PDT. Those voting results will be announced during the voting at the SGM this afternoon.
- Short discussion around the meeting process.

m. Policy 2.7.1 re-write by Governance Committee

- J. Demers advised the Governance Committee reviewed the policy and recommend no change to the policy wording, however, it will be added to the Board Calendar as an ongoing annual item that will be presented for the first time at the September 2014 Board Retreat.

n. Approval of True North 2013-14 Audited Financial Statements

- B. LaFave advised that the Audit Committee met with our auditors, PriceWaterhouseCoopers LLP, on Thursday May 22, 2014 in person and on GoToMeeting, to receive the draft audited statements and review same with the auditors.
- B. LaFave advised that the audit was clean and unqualified, which is what we want to see. The Committee had an in camera meeting with the auditors and were advised that management continues to operate a clean set of books and were very cooperative in the audit process.
- Short discussion around the statements.
- B. LaFave advised that the Audit Committee recommends the Board approves the audited financial statements for the year ending March 31, 2014 and for presentation of same to the members at the 2014 AGM in Calgary.

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**ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** the Board approves the True North Hostelling Association Audited Financial Statements for the year ending March 31, 2014 and for presentation of same to the Association members at the 2014 Annual General Meeting in Calgary, Alberta, is hereby acknowledged and ratified by the Directors of the Association.

Move: Betty LaFave  
Second: James Wyatt  
Status: Passed

o. 2014 AGM Location & Presentation

- A. McLean advised that staff had reviewed three sites for this year's True North Hostelling Association AGM: Telus Sparks, Fort Calgary, and the Calgary Zoo.
- Telus Sparks was unavailable for the date required and we have currently booked the Calgary Zoo. We would be supporting a local not-for-profit who, like us, suffered serious damage during the June 2013 floods.
- A. McLean questioned whether the Board has any potential presenter/program for after the AGM. He advised staff has approached the Zoo to see if they have internal employees to do a presentation and were advised they can arrange.
- N. Hassam-Clark advised she has spoken to Brent Peters as a possible presenter at the AGM on climbing (rock and ice) in the Rockies.
- N. Hassam Clark provided an update around the 2014 Board Retreat and an outline of potential topics. Discussion around topics and feedback provided so as to complete a final retreat agenda.

**ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** the Board approves the 2014 True North Hostelling Association Annual General Meeting location at the Calgary Zoo, is hereby acknowledged and ratified by the Directors of the Association.

Move: Meghan Trepanier  
Second: Jason Demers  
Status: Passed

p. Review Policy 3.6.2

- J. Demers advised the Governance Committee reviewed the policy and recommend that we delete "personal development" after CEO and add in "the" before CEO.
- Also in the main policy 3.6 heading the committee recommends to delete "Personal".

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**ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** The Board approves the Governance Committee's recommendation for policy 3.6 and 3.6.2 changes as presented, is hereby acknowledged and ratified by the Directors of the Association.

Move: Jason Demers  
Second: Meghan Trepanier  
Status: Passed

q. External Review Report (HI-Banff) policy 4.4.1; 4.4.4

- J. Demers reviewed the purpose of this external review and the reason for the delay in receiving the report.
- J. Demers directed the board members to the report included in the board package.
- Discussion around future capital investment in properties.
- Governance Committee recommends that due to the cost of these type of reports that these reviews continue but not on an annual basis but again in 3 or 4 years time.

**ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** after an external review by a third party the Board agrees that the CEO is in compliance with policies 4.4.1 and 4.4.4, is hereby acknowledged and ratified by the Directors of the Association.

Move: Jason Demers  
Second: James Wyatt  
Status: Passed

r. Board Comp Accommodation Policy Report (Jason Demers)

- J. Demers reminded the board that, as requested, Administration has been recording board accommodation requests since last October and provided a report to the Governance Committee for review in mid April.
- J. Demers reviewed the staff report and advised the Governance Committee recommends that no board policy be created at this time however any future request that is above 2 days or during high time needs to be approved by the officers. CEO to provide background info to officers.
- Discussion around recommendation.
- Decision that partners will be comped if space is available.

s. Board Accomplishments for 2013-14 Board Year

- Due to time this item was tabled and B. Kelly will provide the Board a written report in the next 10 days.

t. Board Exit Interview Report

- Due to time this item was tabled and B. Kelly will provide the Board a written report in the next 10 days.

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u. External Review Report Policy 4.3.2. by PWC

- B. LaFave advised that during the review meeting of the draft audited financial statements with the auditors they also reported back on the requested external review of policy 4.3.2 as outlined by the Audit Committee.
- B. LaFave reviewed the items that the auditors tested.
- B. LaFave reported that the auditors found all tested items in compliance.

**ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** after an external review by our association auditors the Board agrees that the CEO is in compliance with policy 4.3.2, is hereby acknowledged and ratified by the Directors of the Association.

Move: Betty LaFave  
Second: Narmin Hassam-Clark  
Status: Passed

7.3 Executive Limitations

- a. No items for discussion at this meeting
- There were no items discussed under this section at this meeting.

7.4 Board-CEO Relationship

- a. CEO Bonus Recommendation
- A. McLean provided a short background on his submission to the CEO Relationship Committee and answered any Directors' questions on the information provided.
  - The Board went in camera at this time.
  - The Board reviewed and rated the CEO bonus report and agreed on a percentage figure that will be formally approved once the dollar amount is calculated and the assessment summary written up.
- b. Review of CEO Bonus Plan for 2014-15
- This item was held in camera.
  - The Board discussed the adequacy of the current CEO Bonus Plan and determined that they would not change the plan structure for the 2014-15 fiscal year.
- c. "Board only Feedback" re Policy 3.6.2
- This item was held in camera.
  - As part of its standard governance work the Board had a discussion around the CEO's interaction with the Board and the CEO's general approach to relations with staff and stakeholders.
  - The officers shall consolidate the feedback from the Board and meet with the CEO to provide the Board's feedback.



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

### 8.1 Ends Monitoring

- J. Demers directed the Board to the End's report in the board package and dashboard on the screen.
- A. McLean answered several questions from the directors in regard to the report and dashboard.
- The Board will review the Ends at the October board meeting in detail.

### **ON A MOTION DULY MADE,**

**BE IT RESOLVED THAT:** the Board approves the End's report and dashboard presented by the CEO for the fiscal year ending March 31, 2014, is hereby acknowledged and ratified by the Directors of the Association.

Move: Jason Demers  
Second: James Wyatt  
Status: Passed

## **9. Monitoring Board Performance**

No items for discussion at this meeting

## **10. Information Requested by the Board**

### 10.1. Board Expense Update

- A. McLean provided an update on the first month and a half of the new 2014-15 board budget.
- J. Demers raised point that the external report fee for the Banff and Castle Mountain hostels will come under this years budget instead of last years due to the late receipt of report and invoice. This was not budget for this year.

### 10.2. Calgary & Jasper Development

- A. McLean advised that the HI-Calgary hostel will be reopening May 30th with a soft opening and will be in full gear for June 01, 2014.
- A. McLean advised they have had great support from the City of Calgary and CMLC in the reopening of the hostel. There will be an official reopening event planned for late June or late July after the Calgary Stampede.
- A. McLean advised there has been great progress made on the design of the new Jasper hostel. We have located a Canadian supplier of containers who will be working with our architect on preparing a design proposal for Parks Canada and two budget alternatives on normal wood construction and a combination of wood and containers.
- First meeting is scheduled for Thursday May 29 in Vancouver.
- A. McLean responded to several board member questions.

### 10.3. Lobbying Report

- A. McLean advised that L. Ferguson and himself had met with MLA Ron Casey on April 28 in Canmore, and then Minister of Culture Klimchuk that same day in Calgary. We are scheduling another meeting, in Edmonton, with Minister Klimchuk to discuss in more depth what our region is currently

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doing with the first nations in Alberta and potential future partnership projects with the Government of Alberta that could come available during the next year.

- A. McLean advised that we have received from the Minister of Culture and the Government of Alberta a grant in the amount of \$242,100 for the HI-Calgary hostel to assist with our flood recovery project.
- We await a date to meet the MLA for Calgary East upon his return from a sick leave.
- A. McLean also advised that he was requested to attend the Canadian Tourism Commission Board's 2015-18 Strategic Planning session held in Kelowna April 30 and May 01. There was a great amount of discussion and support for the Youth Travel Program. At this meeting A. McLean was also able to meet Deputy Minister John Knubler of Industry Canada, Marsha Walden, the new CEO for Destinations BC and David Goldstein, the CEO for TIAC.

#### **11. Review Previous Meeting Evaluation**

- B. Kelly reviewed the previous meeting results and comments at the start of the meeting.
- Discussion on creating parking lot during meeting

#### **12. Self Evaluation of governance process at this meeting**

##### 12.1. Summary and Evaluation

- On-line meeting evaluations were completed by the Board members at the end of the meeting which will be reviewed at the next face to face board meeting.

#### **M. Adjournment**

- The meeting was adjourned at 3:00pm MDT Sunday May 25, 2014.

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Chair

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Secretary