



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE & TIME:	8:30am – 5:00pm, Saturday May 30 th and Sunday May 31 st 2015	
PLACE:	HI-Edmonton Library, 10647 – 81 st Ave, Edmonton, AB, T6E 1Y1	
PRESENT:	James Wyatt	Chair
	Jason Demers	1 st Vice Chair
	Betty LaFave	2 nd Vice Chair
	Narmin Hassam-Clark	Director
	Michael Shui	Director
	Meghan Trepanier	Director
REGRETS:	Charles Brown	Director
GUESTS:	Liz Ferguson	Director of Partnerships
STAFF:	Alistair McLean	CEO
RECORDER:	Alistair McLean	CEO

1. Review Previous Meeting Evaluation

- J. Wyatt reviewed the meeting evaluation from the April 11-12, 2015 board meeting.
- Lengthy discussion around the results and the past meeting.
- It was agreed if ones rating is Most of the Time or Some of the Time to please add comment why.

2. Call to Order

- The Meeting was called to order at 9:05am MDT

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 April 11-12, 2015 Board Meeting Minutes

- J. Wyatt reviewed the minutes of the April 11-12, 2015 board meeting.
- There were no changes to the minutes.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes dated April 11-12, 2015 as presented, is hereby acknowledged and ratified by the Directors of the Association.**

6. HI-C Timeline

- Item was tabled.

7. Ownership Linkage

7.1 Ownership Linkage Update - Member Social; Adopt-a-Hostel; Committee

- M. Trepanier provided an update to the Board on the Member Social held this past Thursday evening in Edmonton. She advised that a feedback report (8) will be added in the Boardpaq Library for the Directors review in the coming weeks.
- M. Trepanier thanked N. Hassam-Clark for coordinating the event.
- N. Hassam-Clark provided a brief verbal report on the member questionnaire at the Member Social.
- M. Trepanier advised the Board that the Adopt-a-Hostel project is moving forward next weekend with 6 members participating.

8. Board Education

8.1 Partnership Presentation

- A. McLean introduced Liz Ferguson, HI-PM Region Director of Partnerships.
- L.Ferguson provided a presentation on some of the projects and partners that the HI-PM Region is involved with.
- Several questions from the board members on the programs.
- J. Wyatt thanked L. Ferguson for her presentation.

9. Items for Decision

9.1 ENDS

- Nothing was discussed in this section at this meeting.

9.2 Governance Process

9.2.a Board Calendar Review

- J. Demers reviewed the updated calendar.
- The next Board meeting is September 11-13, 2015 at the Board Retreat.
- Discussion around location of board retreat. A. McLean to check on locations
- Board Retreat work group to consist of B. LaFave, M. Trepanier, M Shui & J. Wyatt.
- October Board meeting to be held Calgary/Canmore area

9.2.b Board Workload

- J. Wyatt lead a discussion around board workload from comments around time commitments of directors raised at the previous the board meeting.
- Decision made to table for further discussion at the October board meeting.

9.2.c Audit Committee -Terms of Reference Review

- B. LaFave advised that there are no changes to the Audit Committee Terms of Reference.

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- 9.2.d Governance Committee - Terms of Reference Review**
- J. Demers advised that there were no changes to the Governance Committee Terms of Reference.
- 9.2.e Nominating Committee - Terms of Reference Review**
- M. Trepanier advised that there are no changes to the Nominating Committee Terms of reference.
- 9.2.f CEO Relationship Committee - Terms of Reference Review**
- J. Wyatt advised that there are no changes to the CEO Relationship Committee Terms of Reference.
- 9.2.g Ownership Linkage Committee - Terms of Reference Review**
- M. Trepanier advised that there are no changes to the Ownership Linkage Committee Terms of Reference.
- 9.2.h Board Education Draft Plan**
- J. Demers advised that it would be best discussed with the new board members at the board retreat in September.
- 9.2.i Presidents' Forum Call of May 04, 2015 - Update**
- J. Wyatt provided a short review of his report to the board on the Presidents' Forum call of May 04, 2015.
- J. Wyatt responded to several questions on his report.
- 9.2.j 2015 HI-Canada Board Election Slate**
- A. McLean reviewed the HI-Canada Final Nominations Committee Report.
- There was a discussion around the 6 different candidates of which four are incumbents. There are six positions available for the 2015-16 Board election with three positions being a one-year term.

9.2.k 2015 HI-Canada NAMM Motions and Agenda

- A. McLean advised that there are no major motions on the agenda this year.
- A. McLean advised that the HI-PM Region will be presenting a motion at the Sunday AGM around regional representation of the NWT and Nunavut which the board Chair will present to the Presidents' Forum at their meeting on Saturday morning.
- Board discussion around the regional representation.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the HI-PM Region Board Delegate or Alternate to move a motion under Agenda Item 8.0 Other Business at the 2015 HI-Canada National Meeting of Members on June 14, 2015 or any date the meeting is adjourned to, include the North West Territories and Nunavut geographical regional areas under the HI-Canada Pacific Mountain Region subject to HI-Quebec & Ontario confirming their position of not wanting to represent these geographical regions, is hereby acknowledged and ratified by the Directors of the Association.**

**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 2015 HI-Canada National Annual Meeting of Members on June 14, 2015 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 08, 2014, agenda item 2.2 the minutes of the HI-Canada NSGM of June 26, 2014 and agenda item 2.3 the minutes of the HI-Canada NSMM of April 21, 2015; 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 Public Accountants; to vote in support of agenda item 6.0 HI-Canada Sustainability Charter Amendments; to vote in support of the following candidates under agenda item 7.0 Election of Directors for the 2015-16 HI-Canada National Executive Board - Peter Nietresta, Lenore Neudorf, Per Unhiem, Jeff Leung, Othello Tuason and Diana Garroway, is hereby acknowledged and ratified by the Directors of the Association.**

9.2.l 2015 HI-PM Region Board Slate & Board Elections

- M. Trepanier advised that besides the two incumbents (B. LaFave and C. Brown) who are running, the committee has received nomination documents for David Wasserman (Edmonton), Lee Keener (Edmonton/Prince George) and Andrew Crossett (Calgary).
- M. Trepanier advised they had organized a call with another candidate in Calgary for May 29, 2015 but he did not show up for the call.
- Currently we have 5 candidates running for the 4 two-year term positions and the 1 one-year term position.
- M. Trepanier advised there are potentially 2 other candidates.
- Discussion around next steps after committee interviews final two candidates.

9.2.m Approval of True North 2014-15 Audited Financial Statements

- B. LaFave advised that the Audit Committee met with the Association's auditors, PriceWaterhouseCoopers LLP on Wednesday to review the auditor's report and the audited financial statements for the HI-PM Region for the year ending March 31, 2015.
- B. LaFave advised that again this year the audit is unqualified.
- B. LaFave walked the board through the audited statements.
- B. LaFave made a motion for the board to approve the audited statements and for presentation at the 2015 HI-PM region Annual General Meeting.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the HI-Pacific Mountain Region Audited Financial Statements for the year ending March 31, 2015 as presented and for presentation to the Members at the HI-Pacific Mountain Region Annual General Meeting on September 10, 2015 in Edmonton, Alberta or at any adjourned date, is hereby acknowledged and ratified by the Directors of the Association.

9.2.n 2015 HI-PM Region AGM Location & Presentation

- A. McLean confirmed that the 2015 AGM will be held Thursday September 10, 2015 in Edmonton at HI-Edmonton.
- There was a discussion around the evening program and whether there will be any special presentation.
- B. LaFave to source presenter.

9.2.o Review Policy 3.5.4

- J. Demers advised that the Governance Committee had not met to review Policy 3.5.4.
- Board discussed policy at the meeting and agreed to leave policy wording as is.

9.2.p Board Accomplishments for 2014-15 Board Year

- Board reviewed many of the accomplishments this past year.
- Monitoring
- Another Clean Audit
- Ownership Linkage events
- Nominations this year
- Work within the HI-Canada Federation both at governance, operational, international levels
- Board inputs/feedback and discussions at board meetings
- Continued work on policy manual and Ends
- Work on new Bylaws both for region and HI-Canada

9.2.q Directors' 360 - Update

- J. Wyatt advised the board that he has discussed the project with Wayne Amundson at AXI.
- J. Wyatt advised that AXI is ready if and when board is ready to proceed.
- Board decided to carry out next year at the latest.

9.2.r Review March 2015 Financial statements (Unaudited)

- B. LaFave reviewed the March 2015 Financial Statements for the board as part of the ongoing board education on finances.

9.2.s CEO/Acting National Executive Director Resolution

- The Board went in Camera at this time.

9.3 Executive Limitations

- No items were discussed under this section at this meeting

10. Monitoring CEO Performance (Ends & Executive Limitations)

10.1 Ends Monitoring

- J. Demers walked the board through the Ends dashboard.
- J. Demers and A. McLean answered questions on the dashboard
- J. Demers presented Ends Monitoring Report
- A. McLean provided feedback and answered questions from the Board
- Board went in camera

10.2 Board - CEO Relationship

10.2.a CEO Incentive Plan Recommendation

- Board went in Camera to discuss.

10.2.b Review of CEO Incentive Plan for 2015-16

- Board went in Camera to discuss.

10.2.c "Board only Feedback" re Policy 3.6.2

- Board went in camera to discuss
- Board Chair to meet with CEO to discuss.

11. Monitoring Board Performance

e. No items for discussion at this meeting

12. Information Requested by the Board

12.1 Board Expense Update

- A. McLean reviewed the board expenditures to May 15 2015.

12.2 Jasper Development

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- A. McLean provided an update on the latest status of the new HI-Jasper project.
 - A. McLean also advised the Board of the June 23rd meeting with Parks Canada in Jasper in regard to a ten year plan of the Banff-Jasper Parkway and HI-PM Region's involvement.

13. Parking Lot

13.1 Item 1- 2015 NAMM

- J. Wyatt raised discussion that will take place at the 2015 NAMM on the conference day.
- Discussion around the future of HI-Canada.

13.2 Item 2 - HI-Edmonton Renovations

- A. McLean provide a short overview of the HI-Edmonton renovations that start June 08.

13.3 Item 3 Year End Duties

- J. Wyatt reviewed year end duties.

14. Self Evaluation of governance process at this meeting

14.1 Summary and evaluation

- Board Directors completed the on-line meeting evaluation before leaving the meeting.

15. Adjournment

- Meeting was adjourned at 2:40pm MDT on Sunday May 31, 2015

Chair

Secretary