



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE & TIME:	Saturday October 25, 2014	
PLACE:	HI-Kananaskis	
PRESENT:	James Wyatt	Chair
	Jason Demers	1 st Vice Chair
	Betty LaFave	2 nd Vice Chair
	Charles Brown	Director
	Narmin Hassam-Clark	Director
	Michael Shui	Director
	Meghan Trepanier	Director
REGRETS:		
STAFF:	Alistair McLean	CEO
RECORDER:	Alistair McLean	CEO

1. Call to order

- Meeting was call to order at 8:55am MDT

2. Adoption of Agenda

- J. Wyatt reviewed the agenda for the next two days

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: Michael Shui Status: Passed

3. Attendance

3.1 Attendance Review (Alistair McLean)

- A. McLean advised all directors are in compliance.

4. Adoption of minutes of last meeting

4.1 May 24-25, 2014 Board Meeting

- J. Wyatt reviewed the minutes.

ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the May 24-25,
2014 Board Meeting as presented, is hereby acknowledged and ratified by
the Directors of the Association.

Move: Jason Demers Second: Betty LaFave Status: Passed

4.2 May 24, 2014 Special General Meeting

- J. Wyatt reviewed the minutes.

ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the May 24, 2014
Special General Meeting as presented, is hereby acknowledged and ratified
by the Directors of the Association.

Move: Jason Demers Second: Meghan Trepanier Status: Passed

4.3 September 11 2014 True North AGM Minutes

- J. Wyatt presented the minutes.

ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the September
11, 2014 True North Annual General Meeting as presented, is hereby
acknowledged and ratified by the Directors of the Association.

Move: Michael Shui Second: Betty LaFave Status: Passed

4.4 Board Retreat Minutes Sept 12-14, 2014

- J. Wyatt presented the minutes.

ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the Board Retreat of September 12-14, 2014 as presented, is hereby acknowledged and ratified by the Directors of the Association.

Move: Betty LaFave Second: Charles Brown Status: Passed

5. Ownership linkage

5.1 Ownership Linkage Update

- N. Hassam- Clark provided an update of the recent work of the Ownership Linkage Committee.
- Terms of Reference item "b" under Duties & Responsibilities reviewed and clarified by the Board.
- There was a discussion regarding the three year plan and objectives and questions to discuss with owners.
- There needs to be a plan to evaluate/measure the plan. N. Hassam-Clark advised that the committee has measures identified and will forward to A. McLean for distribution.
- Discussion around proposed name for the three year OL plan. Board agreed with the name of "Aim HI".
- Due to location in the wilderness and lack of wifi we were unable to review a sample facebook page.
- A. McLean provided an update on the new social media program that HI-PM Region and HI-Q&O have implemented nationally in coordination with the CED.
- A. McLean provided an update on Outpost and the new electronic publication.
- N. Hassam-Clark presented the idea about "Hostellers' Social Evenings" as part of our board meeting weekends in the major cities. First trial to be done in Vancouver at the February board meeting.
- C. Brown raised the topic of Adopt a hostel. A. McLean advised either or both HI-Rampart Creek and HI-Mosquito Creek.

6. Board Education

6.1 Board Education Plan Approval

- J. Demers advised that the Governance Committee has not discussed and formalized a plan.
- Governance Committee to present plan at February Board meeting for approval.
- It was agreed at each board meeting that B. LaFave will do a short review

of the latest financial statements available.
- During the parking lot discussion of the meeting the board agreed to the following education plan for 2015 meetings -
February - G. Miller to present Marketing Plan and update the online magazine project
April - R. Cryder to present on QAS
May - L. Ferguson to present on partnerships

7. Items for Decision

7.1 Ends

a. ENDS

- J. Demers introduced draft recommendations from the Governance Committee to change three sub-ends 1.1.1, 1.1.2 and 1.1.3.
- There was a very good discussion around each recommendation.
- It was agreed to amend sub-end 1.1.3 to read "The wilderness hostels maintain a steady growth in annual occupancy rate at a net direct operating cost not exceeding, as a group, \$50,000".
- It was agreed to amend sub-end 1.1.2 by deleting "by 2026".
- Sub-end policy 1.1.1 proposal was agreed to as presented.

ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the revised Sub-Ends 1.1.1 as presented and Sub-Ends, 1.1.2 and 1.1.3 as amended is hereby acknowledged and ratified by the Directors of the Association.

Move: Charles Brown Second: Meghan Trepanier Status: Passed

b. Board Calendar Review

- J. Demers reviewed the board calendar
- A. McLean advised there are conflicts with the tentative date of the March 28-29, 2015 board meeting. It was agreed that the meeting in HI-Whistler will now be held on April 11-12, 2015.
- Discussion around board communication and work completion timelines.

c. Committee Related Decisions

- No specific committee items were discussed at this meeting.

d. 2014/15 External Monitoring & Direct Inspections Plan

- This item was tabled until later in the meeting after the Section 4 monitoring was completed.
- Following the Section 4 monitoring process the board has decided to direct monitor policies 4.5.9, 4.7.1 and 4.14 coordinated through the Governance Committee. A report is required back to the Board by the April 11-12, 2015 meeting at the latest.

ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the 2014/15 External Monitoring & Direct Inspection Plan as presented is hereby acknowledged and ratified by the Directors of the Association.

Move: Meghan Trepanier Second: James Wyatt Status: Passed

e. HI-PM Region New Bylaws Update

- A. McLean advised the board that the CNCA process of registering the new approved True North Bylaws is now complete.
- No further action is required.
- J. Wyatt thanked everyone for their contributions to this process.

f. HI-C New Bylaws & Policy Update

- A. McLean advised that HI-Canada has now registered their new bylaws under the CNCA process as of September 10, 2014.
- J. Demers provided an update on the next steps of the HI-Canada Governance Committee and their present work on the new NEB Board Policy Manual. J. Demers sits on this committee.

g. Review 2014 AGM

- J. Wyatt led a discussion around the 2014 AGM.
- Overall AGM evening went very well; speaker well received. Improved over the previous year meetings.
- N. Hassam-Clark requested feedback from the board in regard to the advance work by the OL Committee prior to the AGM and Townhall meetings.
- There was a discussion regarding moving away from a large AGM but adding in a third Member Update meeting. OL Committee to review and bring back recommendation to the February board meeting.

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- h. Review 2014 Board Election Process
- J. Wyatt led a discussion around the 2014 nomination process.
 - It was agreed that the Nominations Committee must start their work now in the search of potential candidates for next years board.
 - J. Demers to contact L. Neudorf and obtain a copy of the NEB board skills template.
 - B. Lafave, N. Hassam-Clark and C. Brown to advise the Nominations Committee Chair (M. Trepanier) of their intention in writing whether they will be putting their name forward or not by the end of December 2014.
 - There was a discussion around identified member(s) and their role on a committee/work group.
- i. HI-C Partnership Roles & Responsibilities Update
- A. McLean provided an update from the CED meeting held late August, in Montreal, to finalize the roles and responsibilities of HI-Canada and the Regions.
 - J. Wyatt advised the document just reviewed was also presented to the Presidents' Forum at their September meeting.
 - There was a discussion around the outcomes and next steps.
- j. Joint Meetings With HI-Q&O and Other Regions
- J. Wyatt provided a short background on the past joint meeting with HI-Q&O and the open invitation to HI-Prairie Region for their President K. Cibart to attend one our our board meetings.
 - There was a discussion around the need this year of a joint meeting and it was agreed currently there is not and that this would be reviewed again at our retreat in September 2015.
- k. 2015/16 Board & Operations Budget Parameters
- A. McLean presented a draft board budget for discussion purposes and feedback for the Audit Committee to finalize by November 20, 2014.
 - A. McLean presented the parameters the Senior Staff are using to create the 2015/16 Operating and Capital Budgets.
 - Short discussion around the current parameters presented and the associations current positive financial situation.



I. Capital Assets Overview

- A. McLean responded to questions from the board regarding the association's facilities. This item was an educational piece.

7.2 Executive Limitations

a. Executive Limitations

- No items were discussed at this meeting.

7.3 Board-CEO Relationship

a. CEO bonus recommendation (in Camera)

- This item was tabled.

b. CEO Base Compensation Review (in Camera)

- The Board went in camera at this time where J. Wyatt presented the CEO Relationship Committee report.

8. Monitoring CEO Performance (Ends & Executive Limitations)

8.1 Section 4 Monitoring

- J. Demers presented the survey results from the section 4 monitoring report submitted by the CEO
- The Board reviewed the monitoring report and there was discussion around several items.
- In regards to policy 4.1.6 the Board requested the Chair to write to the NEB in regards to transparency of the board minutes.
- From the monitoring review the Board has directed the the Governance Committee to review policies 4.1.7 and 4.12.4 and report back to the board at the February 2015 board meeting.
- The Board discussed the location of the HI-Canada 2015 NAGM and the process around that decision and made a decision that in future when our region hosts the HI-Canada NAGM that the Board discusses in advance the recommended location(s) to be provided to HI-Canada.
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ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the Section 4 Monitoring report as presented with comments for update in the 2015 monitoring report, is hereby acknowledged and ratified by the Directors of the Association.

Move: Meghan Trepanier Second: James Wyatt Status: Passed

9. Monitoring Board Performance

9.1 Monitoring Board Performance

- Nothing was discussed at this board meeting

10. Information Requested by the Board

10.1 Board Expense Update

- A. McLean provided a short update on the Board budget and answered several questions.

10.2 Calgary & Jasper Development

- A. McLean advised that Calgary City Council has approved the sale of the HI-Calgary Hostel land to CLMC. There are two steps to complete for the sale to be finalized and go through.

- A. McLean advised we have received part of the initial costing of the new Jasper hostel. Next meeting with our consultant is November 06, 2014.

11. Meeting Evaluation - May 24-25, 2014

- J. Wyatt reviewed the evaluation from the May 24-25, 2014 meeting

- A short discussion regarding the survey questions. It was decided that the Governance Committee would review the survey questions and report back to the February Board meeting.

12. Self Evaluation of governance process at this meeting

12.1 Summary and evaluation

- With the lack of wifi at the meeting location, A. McLean asked the Directors to complete the online meeting evaluation by Monday night at the latest.

13. Adjournment

- Meeting was adjourned at 12:45pm MDT on Sunday October 26, 2014