



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 31st 2015 8:30am -5:00pm Sunday November 1st 2015 8:30am -2:30pm	
PLACE:	HI-Canmore	
PRESENT:	Betty LaFave	1st Vice Chair (Sat Oct. 31 st , 2015 Only)
	Meghan Trepanier	2 nd Vice Chair
	Charles Brown	Director
	Lee Keener	Director
	Michael Shui	Director
	Kie Shiroma	Director
REGRETS:	James Wyatt	Chair
	Wendy Nurcombe	Director
GUESTS:	Wayne Amundson	AXI
STAFF:	Alistair McLean	CEO
RECORDER:	Alistair McLean	CEO

1. HI-NA Board Meeting

- Agenda item tabled.

2. HI-SAHA Board Meeting

- Separate entity meeting was held and minutes created.

3. Call to order

- M. Trepanier called the meeting to order at 8:32am MDT.

4. Adoption of Agenda

- M. Trepanier reviewed the agenda for the two day meeting.

**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.**

5. Attendance

1. Attendance Review

- A. McLean advised the Board that all directors are currently in compliance.
- A. McLean raised the issue that we have been unable to get in contact with the new board member, Wendy Nurcombe. She has now missed two board meetings.
- A. McLean outlined his discussion with legal counsel around board attendance.
- After discussion it was agreed that the Chair would send a formal registered letter to W. Nurcombe.

6. Adoption of minutes of last meeting

1. May 30-31, 2015 Board Meeting

- M. Trepanier reviewed the draft minutes of the May 30-31, 2015 board meeting.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes dated May
30-31, 2015 as presented, is hereby acknowledged and ratified by
the Directors of the Association.**

2. September 10, 2015 True North AGM Minutes

- M. Trepanier reviewed the draft minutes of the True North Annual General Meeting of September 10, 2015 in Edmonton.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the
True North Annual General Meeting dated September 10, 2015 as
presented, is hereby acknowledged and ratified by the Directors of
the Association.**

3. Sept 11-13, 2015 Board Retreat Minutes

- M. Trepanier reviewed the draft minutes of the September 11-13, 2015 board meeting and retreat.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the Board meeting and retreat dated September 11-13, 2015 as amended, is hereby acknowledged and ratified by the Directors of the Association.**

7. **Board Resignation**

- A. McLean advised that the Board that they had to formally accept the resignation of Jason Demers from the True North Board and sub entities.
- A. McLean advised that he had received a written resignation letter from J. Demers with his resignation effective on September 01, 2015 and referred the board to the attached letter.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the resignation of Jason Demers from the True North Board and all sub-entities as of September 01, 2015, is hereby acknowledged and ratified by the Directors of the Association.**

8. **Ownership linkage**

1. Ownership Linkage Update

Verbal Update

- M. Trepanier provided a short update of the Ownership Linkage work since the last board meeting.
- The Committee met in October to discuss next Member Updates sessions and the activities of the committee for the upcoming year.
- Member Updates will be held in Calgary on Friday May 27, 2016 before the Kananaskis meeting. Meeting date for Vancouver is tentatively scheduled for April 01, 2016. These dates may reverse.
- The Committee is considering two hostel related member activities. One in BC and one in Alberta. Locations and dates to be finalized.

9. Board Education

1. Board Education Plan Approval

- M. Shui advised that the Governance Committee discussed topics for a draft plan.
- Draft Plan will be presented for approval at the January, 2016 board meeting.
- Committee to communicate with board on different topics so as to finalize the plan over the next few months.

10. Items for Decision

1. Ends

- a. ENDS - Nothing to report this meeting
 - Nothing to report at this meeting.

2. Governance Process

a. Board Calendar Review

- M. Shui walked the board through the next items in the board calendar.
- Discussions around locations of future meetings.
- A. McLean to check availability for Kananaskis as the April meeting and Nanaimo for the May meeting as joint meetings.
- J. Wyatt to contact the HI-C Chair to finalize date and location.
- A. McLean advised the date for the HI-C NAGM will be potentially changing to one week earlier in June.

b. Committee Related Decisions

c. 2015/16 External Monitoring & Direct Inspection Plan

- After carrying out Section 4 monitoring the Board policies 4.5.6; 4.5.9 were identified to do a direct inspection on by the April 2016 board meeting.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the Direct
Inspection Plan for policies 4.5.6 and 4.5.9 with reports due
back to the Board by the April 2016 meeting, is hereby
acknowledged and ratified by the Directors of the Association.**

d. Review 2015 True North AGM

- A. McLean asked those board members that were in attendance at the September 10, 2015 True North AGM of their thoughts of the meeting and recommendations for the 2016 AGM. It had been agreed this year not to have a special event around the meeting and no follow up member meetings in Vancouver and Calgary.
- Everyone felt the meeting went very well and to continue with the same format for the 2016 AGM.
- The next AGM is in Vancouver on Thursday September 15, 2016.

e. Review 2015 Board Election Process

- A. McLean asked the board members for any comments on the election process for this past year.
- M. Trepanier advised the Board of the need to appoint one of the new board members to the one year term. Since no one self identified to take the one year term it was necessary to hold a short straw vote and the last straw (smallest one) ended up to Wendy Nurcombe.
- Discussion around amount of candidates and locations for the 2016 board election.
- A. McLean advised the requirement to include in the 2016 online election process a revised bylaw 5.2.

f. Nominations Committee Update

- C. Brown provided an update on the committee's work to date.
- The Committee has reviewed the terms of reference and may present amendments at the next board meeting.
- There was a discussion around last year's nomination process and the number of candidates.

g. HI-C Engagement Process Update

- A. McLean provided an update on the HI-C President's memo to the regions and recent meetings with the Board Chair and CEO.
- B. LaFave reviewed the recent discussion (Conference call) with the HI-Q&O Chair.
- Discussion around a future vision of hostelling in Canada.
- Board went in camera.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the meeting to go**

in camera, is hereby acknowledged and ratified by the Directors of the Association.

- h. International Meetings Update
 - A. McLean provided an overview of the recent Trilateral Meeting he attended with two HI-Canada Board members in Germany.
 - A. McLean provided an overview of the issues at IYHF and the upcoming international CEO meeting in Vienna.

- i. Board Communication Discussion
 - Being away, types of communication and direction of communication within board structure as well as communication to operational team through the CEO unless otherwise stated.
 - In camera meetings

 - M. Trepanier provided a reminder to the board members around notifying if one is going to be away and not available.
 - There was a discussion around communication lines to staff must be through the CEO, as well as through the Board Chair with other regions or the national board.
 - M. Trepanier introduced the topic in regards to having designated time in each meeting agenda for an in camera session at the end of the meeting if required.

- j. Communications with HI-C
 - M. Trepanier advised this agenda item is a follow up from our September board retreat.
 - There was a discussion around both internal and external communication.
 - W. Amundson suggested that in future if there is a verbal ask to the board from an outside group that they be requested to put this request in writing as follow up from any meeting/call or the board attendee create notes of the request if the third party would not forward their request in writing and share their notes with the board and the third party.

- k. 2016/17 Board & Operations Budget Parameters
 - A. McLean presented to the board the budget parameters that are being used in the 2016-17 budget planning process.
 - There was a short discussion around the parameters.

- I. Strategic Plan Map Review
 - A. McLean reviewed the 2015-16 Strategic Plan for the new members as an education session.
 - Discussion around design and process of the Strategic Plan.
 - It was agreed that it would be a good idea to review the Strategic Map at the board orientation session each fall.

- m. HI-Prairie Region Update
 - A. McLean provided a short update on the HI-Prairie region.
 - A. McLean advised that they have hired a new hostel manager who also is overseeing the region with the board president. Their financial situation is not in a healthy position.
 - A. McLean advised the HI-PM Region is providing assistance to the new manager when requested.

- n. Presidents' Forum Call September 14, 2015 Update
 - M. Trepanier referred the board to the email J. Wyatt had sent out following the September 14, 2015 call. The board reviewed the update.
 - A. McLean advised the next Presidents' Calls are in November 16 2015 and January 18, 2016.

- o. CEO Incentive Plan Review
 - W. Amundson led the board members through an educational session on the history and process of the CEO Incentive Plan.
 - W. Amundson provided a background of the creation and need of the plan.
 - Board went in camera.
 - Discussion around an option of a draft plan be reviewed and feedback provided before a final version is submitted.
 - CEO Incentive Plan to be sent to the CEO Relationship Committee for further review and discussion with the CEO.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the meeting to go
in camera, is hereby acknowledged and ratified by the
Directors of the Association.**

11. HI-Canada Accounting Functions

- On a follow up to the discussion around the HI-Canada restructuring A. McLean advised the financial accounting for HI-C needs to be carried out by a third party, being a region or an external party.
- A. McLean reviewed the current and proposed costs, recommending that the HI-PM Region Accounting Department carry out this work.
- A. McLean to follow up with the HI-Canada Board.
- Board requested to be kept informed of the process.

12. Executive Limitations

a. Executive Limitations

Nothing to report this meeting

13. Board-CEO Relationship

a. Board-CEO Relationship (In Camera)

CEO Compensation Review as per Board Policy 3.4.3

- The Board went in camera.

14. Monitoring CEO Performance (Ends & Executive Limitations)

1. Monitoring CEO Performance

Section 4 Monitoring

- The Board monitored Section 4 of the board policy manual.
- The following policies were identified to be sent to the Governance Committee for further review: 4.1; 4.1.4; 4.4; and 4.7.2
- There was a discussion around the future review process of the monitoring results. W. Amundson to provide feedback to the Governance Committee.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the Section 4 monitoring report from the CEO and the following policies have been identified to be forwarded to the Governance Committee for review 4.1.4; 4.1; 4.4; 4.7.2, is hereby acknowledged and ratified by the Directors of the Association.**

15. Review of Latest Financial YTD Statement

- A. McLean reviewed the financial YTD statement for the month ending September 31, 2015.

16. Lake Louise Joint Venture Board Representatives

- A. McLean advised the board of the current structure of 477604 Alberta Inc. Board.
- A. McLean advised the current board members are Alistair McLean, Peter Crisfield, and Jason Demers.
- After a short discussion the board agreed for A. McLean, P. Crisfield and J. Demers to remain for another year.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves Alistair McLean, Peter Crisfield and Jason Demers as the HI-SAHA Board representatives for the upcoming board year, is hereby acknowledged and ratified by the Directors of the Association.**

17. Bylaw 5.2 Amendment

- A. McLean advised the board of the need to ratify a change to bylaw 5.2.
- The board reviewed the proposal and signed the necessary written document.
- This change will be brought to the Members for ratification during the 2016 online voting process and to the 2016 AGM.

18. Information Requested by the Board

1. Board Expense Update

- A. McLean provided an overview of the board expenses up to mid October.
- A. McLean answered several questions.
- It was agreed that W. Amundson should attend the January 2016 board meeting. Board Chair to confirm with W. Amundson

2. Jasper Development

- A. McLean provided a short update to the board on the design status of the Jasper development. Board reviewed the most current drawings.
- A. McLean advised that the Geo-Tech land report was received recently and no major issues were identified.
- Next steps are to receive the final drawings with the electrical and mechanical designs incorporated so as to go out for initial pricing.

3. Governance Policy Questions & Answers

- W. Amundson provided small education sessions throughout the two days of meetings.
- There was a question around the process to follow during the review of the policy manual starting with Section 4.
- W. Amundson to come back to the Governance Chair with some process suggestions.

19. Parking Lot

Item 1 - Succession planning for officers and committee chairs

- Discussion around turnover of committee chair to new committee chair
- Year end committee report required. Will be reviewed.
- Discussion to name committee chairs at the January board meeting for the Governance and Ownership Linkage Committees.

Item 2 - Liquor Licence

- Discussion around the responsibilities of the Board Officers in regard to the Liquor Licence.
- A. McLean to follow up with government on several items and advise the board at the January meeting.

Item 3 - Event at each Board Meeting

- Discussion around holding a small event (walk/hike/tour) after day 1 of future meetings.

20. Self Evaluation of governance process at this meeting

1. Summary and evaluation

- Board members completed meeting evaluation survey.

21. Adjournment

-Meeting adjourned at 2:15pm MST