



HI CANADA

HOSTELLING INTERNATIONAL
PACIFIC MOUNTAIN REGION

Board Policy Manual

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INTRODUCTION

The model of governance adopted by the Hostelling International – Canada – Pacific Mountain Region Board of Directors is based on the Policy Governance® model. The model takes as its starting point the principle that a governing Board acts on behalf of an identifiable ownership and is accountable for ensuring the Association achieves what it should while avoiding what is unacceptable. The Board is a corporate body that speaks with one voice through policy and focuses on outcomes not process. The model asserts that effective governance is governance through the creation and monitoring of policy – not just any kind of policy but policy specifically designed for the purpose of governing. The only other governing documents are Letters Patent, by-laws, and minutes of Board meetings.

POLICY TYPES

Ends: Ends are mission-related policies that describe the Board's expectations about 1) the benefit, difference, or results in people's lives that the Association is to produce, 2) the target groups for whom the difference is to be made, and 3) the cost or relative worth of the benefit. Ends policies answer the question What Good? For Which People? At What Cost?

Executive Limitations: While the Board prescribes what Ends it wants the Association to achieve, it also sets limits on the means by which the staff operates. These limits are statements of prudence and ethics that form a boundary on staff practices, activities, circumstances and methods. In Executive Limitations policies the Board states clearly what it will not allow which empowers the staff to use their full creative powers and skills.

Board: CEO Relationship - In addition to defining what the Association is to produce and what constitutes inappropriate staff practices, the Board sets policies about how it relates to staff. The Policy Governance model envisions the CEO as the link between the Board and the rest of the staff and the Board's sole employee. Board/CEO Relationship policies clarify the manner in which the Board delegates authority to the CEO as well as how it monitors and evaluates his or her performance.

Governance Process: In these policies the Board determines its philosophy, its accountability, and the specifics of its own job. The effective design of its own rules and processes ensures that the Board will fulfill its three primary responsibilities: maintaining links to the ownership, establishing the four categories of written policies, and assuring staff performance.

THE CRAFTING OF POLICIES

Within Policy Governance, policy is crafted in a very distinct way. In each policy type, the Board starts with a statement that expresses its broadest values and then moves down level by level until it feels it has said enough. The CEO is free to act on any reasonable interpretation of the Board's Ends and Executive Limitations policies and the Board Chair is free to act on any reasonable interpretation of the Board's Governance Process and Board/CEO Relationship policies.

WORKING WITH THE POLICIES

The Board can only be truly accountable if it is monitoring the implementation of its policies. The criteria for monitoring compliance are contained in the policies.

With Policy Governance the Board's policies are always current because the Board resolves issues and makes decisions by reviewing its policies. If they find they have not said enough, or have not said what they now want to say – they change the relevant policy and therefore change their expectations of the CEO or of themselves. Board decision making is always an amendment of, or an addition to, existing policy.

1. ENDS POLICIES

Mega End

A community of travellers, when experiencing people, places, and cultures in Western Canada, have as many genuine hostelling options as the organization can sustain.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	April 15, 2007	January 25, 2009	
	October 18, 2008	March 28, 2009	
	April 10, 2011	May 16, 2010	May 16, 2010
	March 30, 2012		
	May 26, 2013		
	May 25, 2014		

1.1. Ends

1.1. Members and Travellers can experience Pacific Mountain Region's unique geographical and cultural landscapes through a network of strategically located hostels. It is further interpreted to include but not limited to:

- 1.1.1 Hostels are located to provide access to a spectrum of geographical and cultural landscapes in the Pacific Mountain Region.
- 1.1.2 HI Pacific Mountain Region - owned hostels situated in all key urban and top international destinations in the Pacific Mountain Region.
- 1.1.3 The wilderness hostels have an annual occupancy rate of 65% at a net direct operating cost not exceeding, as a group, \$50,000

1.2. Members and Travellers in the Pacific Mountain Region can participate, in a genuine hostelling experience characterized by:

- 1.2.1 A focus on affordability.
- 1.2.2 A welcoming environment for all.
- 1.2.3 An emphasis on enriching experiences through a sense of community and a strong connection to surrounding culture and geography.
- 1.2.4 A focus on participation and volunteerism.
- 1.2.5 Responsible environmental stewardship.
- 1.2.6 The security of people and possessions.
- 1.2.7 Consistent cleanliness.

1.3. Members and Travellers in the Pacific Mountain Region can access a growing and financially-viable network of hostels. It is further interpreted to include but not limited to:

- 1.3.1 A network of 45 owned and affiliate hostels.
- 1.3.2 A flagship hostel in Vancouver.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	April 15, 2007	January 25, 2009	October 21, 2006
	October 18, 2008	March 28, 2009	January 25, 2009
	March 27, 2010	May 16, 2010	March 28, 2009
	April 10, 2011	May 29, 2011	May 16, 2010
	March 30, 2012	October 26, 2014	October 26, 2014
	May 26, 2013	May 26, 2018	May 26, 2018
	May 25, 2014	October 20, 2019	
	May 26, 2018		
	June 02, 2019		

2. BOARD SELF-MANAGEMENT POLICIES

These policies define the way the Board will manage itself.

This section can also be referred to as Governance Process

Global Policy:

The purpose of the Board of the Association, on behalf of the moral owners, is to see to it that the Association achieves its Ends and operates within the boundaries established by the Board in the Executive Limitation Policies.

2.1. Governing Style

The Board will govern lawfully and with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and CEO roles, collective decision, and a proactive future focus. Accordingly:

- 2.1.1. The Board will direct, control and lead the Association through the careful establishment and review of broad written policies. The Governance Committee Chair shall have the authority to revise policies to reflect minor changes that, in his or her opinion, do not significantly alter the meaning of the policy, and shall notify the Board of all revisions made to policy. Any revision that will significantly alter the meaning of a policy shall be decided by the full Board. Any Board member or the CEO may request that a review of or a change to specific policies be added to the Board meeting agenda.
- 2.1.2. The Board will monitor and evaluate its own processes and performance, and will implement appropriate means to achieve governing excellence.
- 2.1.3. The Board shall exercise its governing authority as a whole. No individual Board member may exercise such authority except as instructed by the Board.
- 2.1.4. The Board shall establish effective and regular ways of monitoring compliance with Executive Limitation Policies and progress in achieving Ends Policies.

Adopted	Monitored	Reviewed	Amended
April 14, 2007	April 19, 2008	October 27, 2007	October 27, 2007
	March 29, 2009	April 05, 2014	April 05, 2014
	February 07, 2010	April 08, 2017	April 08, 2017
	February 06, 2011		
	February 05, 2012		
	January 12, 2013		
	February 01, 2014		
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.2. Board Job Description

The job of the Board is to represent the membership of HI-C-PM Region. In doing so, Directors and the Board must be aware that their responsibilities to the membership differ from those of management. In particular, the role of the Board is to be accountable to the members with regards to fiscal responsibility, maintenance and improvement of assets, and adherence and compliance to the mission statement. The Board will concentrate on the following job “products,” or outputs:

2.2.1. The link between the Board and the Owners

2.2.2. Written governing policies which, at the broadest level, address Ends, Board Self Management (Governance Process), Board-Executive Relationship, and Executive Limitations

2.2.3. The comprehensive and timely monitoring of executive performance. A Governance Committee monitoring plan will be presented to the Board which will itemize limitation policies that will be subject of direct or external monitoring for the current fiscal year. This plan will be presented at the first full Board meeting after the Annual General Meeting. The Board may update the plan at any time.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	April 19, 2008	April 15, 2007	April 15, 2007
	March 29, 2009	October 27, 2007	October 27, 2007
	February 07, 2010	March 27, 2010	March 27, 2010
	February 6, 2011	April 13, 2013	April 13, 2013
	February 05, 2012	April 07, 2018	
	January 12, 2013		
	February 01, 2014		
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.3. Board Member's Code of Conduct

Board members have a responsibility to each other, the membership, and to the employees of the Association. Accordingly,

- 2.3.1. They shall attend and participate at Board meetings.
- 2.3.2. They shall be prepared for the Board meetings.
- 2.3.3. They shall become familiar with the Board policy manual and the Association's Bylaws.
- 2.3.4. They shall make informed decisions by insisting on complete, accurate and timely information and then support all decisions made by the board once they have been fully discussed and resolved by the Board.
- 2.3.5. They shall show respect for others and their opinions and respect the right of others to disagree.
- 2.3.6. They shall actively discipline themselves and other members of the Board of Directors by identifying Board actions and conditions that run counter to these policies.
- 2.3.7. They shall bring to the Chair's immediate attention any condition or action that they believe exceeds an Executive Limitation Policy or is in non-compliance with Bylaws.
- 2.3.8. The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.
- 2.3.9. Board Members must act in the best interest of the membership.
- 2.3.10. In order to develop an unbiased view and reach objective decisions, Board members have an obligation to identify all conflicts of interest and have the Board resolve unacceptable conflicts of interests. Therefore,
 - 2.3.10.1. Board members shall disclose to the Chair any potential conflict of interest.
 - 2.3.10.2. Unsettled matters shall be reported to the Board for appropriate action.
 - 2.3.10.3. Board members shall not accept any gifts or favours of a substantial nature from any organization doing or seeking business with HI-C-PM Region.
 - 2.3.10.4. Board members shall not enter into activities or share information acquired in the course of HI-C-PM Region service which may adversely affect the Association or public image to HI-C-PM Region.
- 2.3.11. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - 2.3.11.1. When the Board is to decide upon a financial or legal issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from deliberations.
 - 2.3.11.2. Board members will not use their Board position to obtain employment in the Association for themselves, family members, or close associates. Should a Board member apply for employment, he or she must first resign from the

Board and discontinue future involvement with the Board until such time as the employment with the Association has completed.

2.3.12. Reimbursement of directors' expenses will be consistent with management operating policies.

2.3.13. Board members may not attempt to exercise individual authority over the Association, the CEO, or as spokesperson for the Association, unless explicitly authorized by the Board to do so in writing.

2.3.14. An individual director shall maintain confidentiality as needed to protect the association's interests and financial viability, and personal privacy.

- Board members shall not discuss confidential association actions, policies, or issues with members, employees, or the general public unless the board has decided that such information is no longer confidential.
- All issues related to personnel, real estate transactions, pending litigation, and details of association's financial status will be considered sensitive issues subject to confidentiality unless:
 - The information in question has already been released without conditions by the CEO or Board,
 - The Director is authorized to release the information, or
 - Full general disclosure of the information is approved by the Board.
- The expiration of term of office, by termination or otherwise, does not terminate this obligation.
- Board members will maintain Board documents in an appropriate manner. Upon leaving the board, directors shall shred all confidential materials and delete all electronic materials.
- This policy does not preclude an individual Director from showing the information to personal legal counsel related to concerns of personal liability or wrongdoing. However, a Board decision to seek legal or other counsel is preferred to individual action.
- When considering the release of personal information, or other information that may create personal or Board liability, legal advice should be considered.

2.3.15. Where a Board member has a concern related to committee work, the concern shall be raised with the committee chair first, the committee as a whole second, the Board chair third and the Board as a whole fourth.

2.3.16. The Board members shall be open to discuss all board issues at the Board table including, but not limited to issues of personal conduct and transgressions of acceptable Board behaviour.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	April 19, 2008	April 15, 2007	April 15, 2007
	March 29, 2009	October 27, 2007	October 27, 2007
	February 07, 2010		May 28, 2008
	February 06, 2011	October 18, 2008	October 18, 2008
	February 05, 2012	May 24, 2009	January 25, 2009
	January 12, 2013	April 09, 2011	May 24, 2009
	February 01, 2014	March 31, 2012	April 09, 2011

	February 01, 2015	April 13, 2013	March 30, 2012
	January 31, 2016	April 05, 2014	April 13, 2013
	February 05, 2017	April 11, 2015	April 11, 2015
	February 04, 2018	May 29, 2016	May 29, 2016
	February 06, 2019	April 07, 2018	April 07, 2018

2.4. Governing Processes

- 2.4.1. To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual Board Calendar.
- 2.4.2. The Board intentionally establishes a basic process for its meetings. The purpose is to assist the Board in processing information in order to maintain a policy based orientation. The Board agenda shall work in tandem with the annual plan, policy review and monitoring calendar, and shall generally include the following:
- 2.4.2.1. Ownership Linkage
 - 2.4.2.2. Board Education
 - 2.4.2.3. Board Decisions (required as per policy or with respect to policy creation/amendment/deletion)
 - 2.4.2.4. Policy Monitoring
 - 2.4.2.5. Policy Review
 - 2.4.2.6. Information Requested by the Board
 - 2.4.2.7. Self-evaluation of governance process at this meeting
- 2.4.3. Officers of the Board shall be the Chair and two Vice Chairs. The officers of the Board shall not assume any part of the management of the Association.
- 2.4.4. In addition to the duties specifically referenced in the Association's bylaws, the Chair shall be responsible to:
- 2.4.4.1. Establish the agenda for Board meetings in cooperation with the CEO and in compliance with policies established by the Board.
 - 2.4.4.2. To discuss and review corrective actions with individual Board members when they violate their responsibilities. When resolution cannot be obtained with an individual Board member, the matter shall be brought before the full Board.
 - 2.4.4.3. To monitor Board members attendance and contributions the chair ensures Board Members contribute in a meaningful way that fulfills their various roles and responsibilities.
 - 2.4.4.4. To act in all areas of Board management left unstated within these policies.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	April 19, 2008	April 15, 2007	October 27, 2007
	March 29, 2009	March 29, 2009	March 29, 2009
	February 07, 2010	March 27, 2010	March 27, 2010
	February 6, 2011	March 30, 2012	April 05, 2014
	February 05, 2012	April 13, 2013	April 07, 2018
	January 12, 2013	April 05, 2014	
	February 01, 2014	April 11, 2015	

	February 01, 2015	April 07, 2018	
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.5. Board Committees

The Board may from time to time use committees, but always consistent with the following principles:

- 2.5.1. Board Committee responsibilities shall flow directly from the Board's description of its job, shall be set forth in written terms of reference with an appropriate period for existence, and shall not impinge upon responsibilities delegated to the CEO. Committees shall not do work that has been delegated to the CEO and not delegate the responsibility of Board Committees to the CEO.
- 2.5.2. Board Committees shall have no executive or decision-making authority except when empowered by the Board in writing.
- 2.5.3. All Board Committees:
 - 2.5.3.1. Shall be chaired by a member of the Board
 - 2.5.3.2. Except for the CEO Relationship Committee, other committees may include in their composition, individuals who are not on the Board
 - 2.5.3.3. Will receive a written Terms of Reference from the Board
 - 2.5.3.4. The Board shall establish and maintain the following standing committees:
 - a. Governance Committee
 - b. Nominating Committee
 - c. Audit Committee
 - d. CEO Relationship Committee
 - e. Ownership Linkage Committee
- 2.5.4. Board Committees may not speak or act for the Board except when formally given such authority in writing.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	April 19, 2008	April 15, 2007	October 27, 2007
	March 29, 2009	April 09, 2011	May 28, 2008
	February 07, 2010	May 29, 2011	April 10, 2011
	February 6, 2011	April 13, 2013	May 29, 2011
	February 05, 2012	April 05, 2014	April 13, 2013
	January 12, 2013	April 07, 2018	April 05, 2014
	February 01, 2014		February 05, 2017
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.6. Board Renewal

Consistency and continuity of Board governance are essential to ensure and support smooth operation of Association activities and to achieve the objectives as outlined in the Association's Governing Documents. Accordingly, to ensure these conditions, the Board will not fail to:

- 2.6.1. Appoint the Nominating Committee at the first Board meeting subsequent to the AGM.
- 2.6.2. Ensure that the Nominating Committee reviews, updates, and follows the Nominating/Election/AGM Planning Schedule.
- 2.6.3. Ensure that the Board is reflective of owner's expectations and the Board's needs and shall not fail to seek Board candidates that align with these goals.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	April 19, 2008	April 15, 2007	
	March 29, 2009	October 27, 2007	October 27, 2007
	February 07, 2010	May 24, 2009	May 24, 2009
	February 6, 2011	April 09, 2011	April 09, 2011
	February 05, 2012	March 30, 2012	March 30, 2012
	January 12, 2013	April 13, 2013	April 13, 2013
	February 01, 2014	April 05, 2014	February 01, 2014
	February 01, 2015	April 08, 2017	April 08, 2017
	January 31, 2016	April 07, 2018	
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.7. Investment in Governance

The Board deems governance significant and will therefore invest to further the education and capacity of the Board. Accordingly:

2.7.1. The Board shall maintain an Annual Education Plan which shall include:

Governance Education, being

- Governance orientation training for new Board members and
- Education that will increase Board member governance skills and knowledge

Education related to Board Ends and Limitations

- The Board will decide at each annual retreat what topics would be of interest for the following year.
- Ends related education will be included in Board meetings on a regular basis.

2.7.2. Board education will average between 1.5 and 2 hours of Board time per weekend Board meeting over the course of the Board year.

2.7.3. The Board may engage external resources to assist the Board in enhancing its education and capacity.

2.7.4. Outside monitoring assistance will be arranged so that the Board can exercise confident control over Association performance. This includes, but is not limited to, the fiscal audit.

2.7.5. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.

2.7.6. Annually the Board will develop a budget related to the work of the Board consistent with the annual Board work plan and this policy.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	May 21, 2008	April 15, 2007	
	March 29, 2009	October 27, 2007	October 27, 2007
	February 07, 2010	March 27, 2010	February 07, 2010
	February 6, 2011	April 09, 2011	March 27, 2010
	February 05, 2012	April 13, 2013	April 09, 2011
	January 12, 2013	April 05, 2014	April 05, 2014
	February 01, 2014	May 24, 2014	April 08, 2017
	February 01, 2015	April 08, 2017	
	January 31, 2016	April 07, 2018	

	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.8. National Association

- 2.8.1. The Board is responsible for representing the owner interest of the Hostelling International - Pacific Mountain Region Members at the National Association level. When required by National Association bylaws, the Board shall exercise this role through a National Delegate who shall be a Director appointed by the Board.
- 2.8.2. The Board shall encourage a meaningful dialogue between the National Association and all the Regions.
- 2.8.3. The Association's participation in the National Association is not intended to limit the authority of the CEO in the conducting operations of the Association within its recognized regional boundaries or in the Association's operational dealings with other regional associations or the National Association.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	May 21, 2008	April 15, 2007	
	March 29, 2009	October 27, 2007	October 27, 2007
	February 07, 2010	March 28, 2009	March 28, 2009
	February 6, 2011	March 30, 2012	March 30, 2012
	February 05, 2012	April 05, 2014	April 05, 2014
	January 12, 2013	April 11, 2015	
	February 01, 2014		
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.9. Board Communication with Association Members

- 2.9.1. The Board shall maintain its credibility and legitimacy for providing leadership to and direction of the Association through communication with the membership. Communication shall include both active listening and providing information to the members on areas of concern. Significant decisions made by the Board should be based on the premise that the Association is member based and that the members may need to participate in and be made aware of significant changes occurring in the Association.
- 2.9.2. The Board shall communicate with Association members as specified by the Association bylaws, or on matters that the Board judges could have a significant impact on the Association or its members. Means of communication may include the Annual General Meeting, Special General Meetings, Member Updates or other means deemed appropriate by the Board.
- 2.9.3. The Board shall alert the membership and seek additional input from them related to significant strategic directional changes. This shall occur before the Board makes a final decision regarding these changes.
- 2.9.4. For Association members to be able to communicate with the Board, the Board must be known and visible. A means to communicate with the Board shall be made available.
- 2.9.5. To ensure that the Board has a presence with members, and members have the opportunity to interact with the Board, the AGM will be rotated between Vancouver, Calgary and Edmonton. A Member Update shall be held in each city not hosting the AGM. This does not preclude the Board from scheduling additional Member Updates in other locations.
- 2.9.6. The Board recognizes that Association members may want to be informed of business occurring at Board meetings. The Board is concerned that certain items discussed at Board meetings may be confidential or sensitive to the Association's activities or operations. Therefore, a summary of all True North Entities' Board meetings which do not include confidential or sensitive issues, shall be prepared by the meeting secretary and circulated to the Board for approval and posted on the Association website within 21 days following any Board meeting.
- 2.9.7. The Board will ensure that the Notice of Board meetings are posted to the Association website.

Adopted	Monitored	Reviewed	Amended
June 17, 2006	May 21, 2008	April 15, 2007	April 15, 2007
	March 29, 2009	October 27, 2007	October 27, 2007
	February 07, 2010	May 24, 2009	May 28, 2008
	February 6, 2011	March 27, 2010	May 24, 2009
	February 05, 2012	April 09, 2011	March 27, 2010
	January 12, 2013	March 30, 2012	April 09, 2011
	February 01, 2014	April 11, 2015	March 30, 2012
	February 01, 2015		April 11, 2015
	January 31, 2016		February 05, 2017
	February 05, 2017		

	February 04, 2018		
	February 06, 2019		

2.10. Linkage With Owners

The Board governs the Association in the interests of its ownership – defined to be **“those members who are committed to hostelling and a hostelling community as a unique way to see the world and experience people, places and cultures”**.

While the Association’s owners (“Owners”) may be users of hostels, not all users are Owners. Owners are defined, not by their own use of hostels in recreational or travel pursuits, but in their willingness to commit their energy and/or resources to improving hostelling in Western Canada, specifically, and the world, generally, through Hostelling International.

As the representative of owner interest, the Board shall maintain a credible and continuing link between itself and the Owners to provide for transparency and accountability and to inform its policies.

Accordingly,

- 2.10.1. The Board will maintain an Ownership Linkage Committee to oversee the Board’s linkage with Owners, where the committee shall submit a proposed ownership linkage plan to the Board every three years and a progress report submitted every year.
- 2.10.2. Within reasonable cost constraints, the Board’s linkage will include but is not limited to:
 - 2.10.2.1. Seeking Owners’ values on what the Association should achieve and the limitations within which achievement should be accomplished.
 - 2.10.2.2. Informing Owners about the Board’s governance work and educating Owners on their role as Owners.
 - 2.10.2.3. Accounting to the Owners about the Association’s accomplishment of Ends within acceptable means.
 - 2.10.2.4. Any other specific outcomes as identified
- 2.10.3. The committee will make use of the website, annual report, the Annual General Meeting, Member Updates and other communication tools to communicate with and engage Owners.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	May 21, 2008	April 15, 2007	June 17, 2007
	March 29, 2009	October 27, 2007	October 27, 2007
	February 07, 2010	March 29, 2009	March 29, 2009
	February 6, 2011	April 09, 2011	April 09, 2011
	February 05, 2012	March 30, 2012	March 30, 2012
	January 12, 2013	April 05, 2014	April 11, 2015
	February 01, 2014	April 11, 2015	
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.11. CEO Recruitment

- 2.11.1. Prior to initiating any CEO search process, the Board shall review the competency matrix and all CEO compensation, benefits, and personal development policies.

Adopted	Monitored	Reviewed	Amended
February 11, 2007	May 21, 2008	April 15, 2007	October 31, 2010
	March 29, 2009	April 07, 2018	April 07, 2018
	February 07, 2010		
	February 6, 2011		
	February 05, 2012		
	January 12, 2013		
	February 01, 2014		
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.12. Board Self Evaluation

In order to discipline itself and its efforts, the Board shall regularly self-evaluate its own processes and performance. Accordingly,

- 2.12.1. At each meeting Directors in attendance shall complete a Board Meeting Evaluation questionnaire that focuses on assessing the Board's adherence to its policies and to policy-based leadership during the conduct of its meetings.

Adopted	Monitored	Reviewed	Amended
April 15, 2007	May 21, 2008	October 27, 2007	October 27, 2007
	March 29, 2009	April 09, 2011	February 7, 2010
	February 6, 2011	March 30, 2012	April 09, 2011
	February 05, 2012	April 07, 2018	March 30, 2012
	January 12, 2013		
	February 01, 2014		
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.13. Board Financial Oversight and Accountability to the Membership

The Board is accountable to the membership for ensuring the financial integrity and sustainability of the Association. Accordingly:

- 2.13.1. The Board shall ensure that it has effective processes in place to evaluate and select audit firms to recommend to the membership as the Association auditors in accordance with Article 10 of the Bylaws and; to monitor and evaluate the auditor's performance and value for fees.
- 2.13.2. The Board shall maintain an Audit Committee to assist the Board in its oversight of financial matters affecting the Association by receiving and evaluating the auditor's report on behalf of the Board and providing recommendations to the Board regarding the annual audit.
- 2.13.3. The Board shall ensure that appropriate independence and continued value is provided by the auditors by:
 - 2.13.3.1 Annually assessing the auditor's performance and audit costs, prior to recommending that audit firm to the membership for reappointment as the Association auditor for the following fiscal year.
 - 2.13.3.2. Notwithstanding 2.13.3.1, every five years after appointment of the new audit firm, the Audit Committee will provide a formal review to the Board on the audit firm's performance and value to date and if a Request for Proposals (RFP) process is required.
 - 2.13.3.3. Changing the audit firm at least once every ten years through a RFP process. For clarity, no firm may serve as the Association's auditor for a period of more than ten consecutive fiscal years.
 - 2.13.3.4. Requiring the Association's Auditor to change their key audit partner after serving for five consecutive years.
- 2.13.4. Notwithstanding 2.13.3.2 and 2.13.3.3, in the event that the Audit Committee has any concerns with the auditor's performance or cost of audit following initial appointment that cannot be effectively resolved with the firm, the Audit Committee shall recommend to the Board that the firm not be re-appointed and that an RFP process be initiated to select a new audit firm.

Adopted	Monitored	Reviewed	Amended
April 10, 2011	February 05, 2012	April 05, 2014	
	January 12, 2013	April 07, 2018	
	February 01, 2014		
	February 01, 2015		
	January 31, 2016		
	February 05, 2017		
	February 04, 2018		
	February 06, 2019		

2.14. Subsidiary and Controlled Organizations

The Board is responsible for representing the Association owners' interests in the governance of current or future subsidiary and controlled organizations. The Board shall exercise this role as members and moral owners of these organizations, through the election or appointment of individual directors to the Boards of these organizations, or by other means as necessary.

2.14.1 The Board shall ensure that the by-laws of each such organization have sufficient safeguards to ensure that the organizations exist and function solely as means in the pursuit of the Association's Ends.

2.14.2 The Executive Limitations and Governance Process policies of the Association apply to the Board and CEO's involvement with and oversight of the subsidiary or controlled organizations. The Board's participation in the subsidiary or controlled organizations is not intended to limit the authority of the CEO in the conducting operations of the Association.

2.14.3 The subsidiary and controlled organizations include, but are not limited to, the Southern Alberta Hostelling dba True North Hostelling SA (2009), Canadian Hostelling Association Northern Alberta District dba True North Hostelling NA (2009), Canadian Hostelling Association/Association Canadienne De L'Agisme – British Columbia Region dba True North Hostelling BC (2009), 477604 Alberta Inc. o/a The Canadian Alpine Centre & Hostelling International Lake Louise, the Canadian Hostelling Association – Prairie Region Inc./Association Canadienne De L'Agisme – Region des Prairies, or 1025 Granville Trust.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	February 04, 2018		
	February 06, 2019		

3. BOARD AND EXECUTIVE RELATIONSHIP POLICIES

Global Policy

The Board's sole official connection to the Association's operational organization, its achievements, and conduct will be through the CEO.

3.1. Unity of Control

3.1.1. Only decisions approved by the Board, when acting as a body, are binding on the CEO.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	February 10, 2008		
	May 24, 2009		
	May 29, 2011		
	May 27, 2012		
	May 25, 2013		
	April 05, 2014		
	April 12, 2015		
	April 03, 2016		
	April 09, 2017		
	April 07, 2018		
	April 07, 2019		
	February 02, 2020		

3.2. Accountability of the CEO

- 3.2.1. The CEO is the Board's only link to operational achievement and conduct. All authority and accountability of staff rests with the CEO.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	February 10, 2008		
	May 24, 2009		
	May 29, 2011		
	May 27, 2012		
	May 25, 2013		
	April 05, 2014		
	April 12, 2015		
	April 03, 2016		
	April 09, 2017		
	April 07, 2018		
	April 07, 2019		
	February 02, 2020		

3.3. Delegation to the CEO

The Board will instruct the CEO through written policies, allowing the CEO to use reasonable interpretation of these policies. Accordingly,

- 3.3.1. The Board will develop policies instructing the CEO to achieve certain results, for certain recipients, at a specified cost. These policies will be called End Policies.
- 3.3.2. The Board will develop policies that limit the latitude the CEO may exercise in choosing the Association's organizational means. These policies will be called Executive Limitations.
- 3.3.3. As long as the CEO uses any reasonable interpretation of the Board policies, the CEO is authorized to establish all further operating policies, decisions, actions, practices, and activities.
- 3.3.4. The Board may change the Board policies, thereby shifting the boundary between Board and Executive domains. By doing so, the Board changes the latitude of choice given to the CEO.

Adopted	Monitored	Reviewed	Amended
May 29, 2005	February 10, 2008	October 27, 2007	October 27, 2007
	May 24, 2009	October 21, 2012	
	May 29, 2011	January 13, 2013	
	May 27, 2012		
	May 25, 2013		
	April 05, 2014		
	April 12, 2015		
	April 03, 2016		
	April 09, 2017		
	April 07, 2018		
	April 07, 2019		
	February 02, 2020		

3.4. CEO Development

The Board will support CEO development in three ways:

- 3.4.1. Every 36 months the Board will ensure that the CEO conducts a “360 Degree Feedback Process.”
- 3.4.2. Annually the Board will provide to the CEO Board-only informal feedback related to the CEO.
- 3.4.3. The Board will ensure provisions for supporting professional memberships and development are included in each new CEO contract.

The purpose of this feedback will be for performance maintenance and improvement only and will not be related to compensation or bonus establishment.

Adopted	Monitored	Reviewed	Amended
February 10, 2007	February 10, 2008	October 31, 2010	April 15, 2007
	May 24, 2009	October 21, 2012	October 31, 2010
	May 29, 2011	January 13, 2013	May 24, 2014
	May 27, 2012	November 02, 2013	April 03, 2016
	May 25, 2013	May 24, 2014	
	April 05, 2014		
	April 12, 2015		
	April 03, 2016		
	April 09, 2017		
	April 07, 2018		
	April 07, 2019		
	February 02, 2020		

3.5. Monitoring Executive Performance

Executive job performance will be determined using accomplishment of Board Ends policies and organizational operation within the boundaries established by Board policies on Executive Limitations. Accordingly,

- 3.5.1. Monitoring is to determine the degree to which Board policies are being followed.
- 3.5.2. The Board may acquire monitoring data: (a) through CEO reports (b) through reports by external parties selected by the Board, and (c) through direct Board inspection.
- 3.5.3. In every case, the standard for compliance shall be any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness, but will always judge with a “reasonable person test” rather than with interpretations favoured by Board members or the Board.
- 3.5.4. The policies, which guide the CEO, will be monitored by a method and a frequency chosen by the Board.
- 3.5.5. Annually, the Board will use the policy monitoring reports and information the Board obtains through direct inspections and external monitoring to conduct a formal evaluation of the CEO’s performance.

Adopted	Monitored	Reviewed	Amended
April 15, 2007	February 10, 2008	October 31, 2010	October 31, 2010
	May 24, 2009	November 02, 2013	November 02, 2013
	May 29, 2011		April 03, 2016
	May 27, 2012		
	May 25, 2013		
	April 05, 2014		
	April 12, 2015		
	April 03, 2016		
	April 09, 2017		
	April 07, 2018		
	April 07, 2019		
	February 02, 2020		

4. EXECUTIVE LIMITATION POLICIES

These are the constraints placed on the CEO's efforts to achieve the End Policies. The Mega-Limitation is further defined by the sections that follow it. These sections are not mutually exclusive, since they do not limit actions independently. Each section is further limited by all other sections.

All actions are acceptable unless restricted by these Executive Limitation Policies.

Mega-Limitation:

The CEO shall not cause nor allow any practice, activity, decision, or organizational circumstance that is unlawful, unethical, imprudent, inconsistent with the known values of the Association's moral ownership as identified by the Board from time to time, or otherwise specifically prohibited by the Board through policy.

Adopted	Monitored	Reviewed	Amended
October 22, 2017			

4.1. Board Communications, Counsel and Support

The CEO must not cause or allow the Board to be uninformed, misinformed or unsupported in its work. To be more explicit, but without limiting the overall scope of how the above statement is interpreted, the CEO shall not:

- 4.1.1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
- 4.1.2. Report in an untimely manner any actual or anticipated non-compliance with any Executive Limitation policy, along with a plan for achieving compliance and a proposed schedule for follow-up reporting.
- 4.1.3. Cause or allow the Board to be unaware of relevant legal issues, media coverage of the Association, hostelling and travel/tourism trends, HI-C owner communications and NAGM resolutions, internal and external changes impacting the Association, public events of the Association, and management plans to achieve Ends progress.
- 4.1.4. Cause or allow records and information required by law or of historical significance to be retained using methods that do not maintain the integrity of the information or do not allow the information to be readily available when required.
- 4.1.5. Deal with the Board in a way that favors or privileges certain directors over others, except when responding to directors, officers or committees duly charged by the Board.
- 4.1.6. Cause or allow approvals of decisions or actions to be excluded from the Board's consent agenda, when those decisions or actions were delegated to the CEO but are required by law, regulation, or contract to be Board-approved.
- 4.1.7. Cause or allow the Board to be unaware of the CEO's plans to ensure effective continuity of operations and governance support during temporary and/or emergency CEO and senior management absences or vacancies.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	October 20, 2019		

4.2. Financial Management

The CEO shall not cause or allow financial management and reporting processes and practices that fail to follow generally accepted accounting practices, internal controls as accepted by the Association's auditors, and the known values of the Association's moral owners as identified by the Board from time to time. To be more explicit, but without limiting the overall scope of how the above statement is interpreted, the CEO shall not:

- 4.2.1 Cause or allow tax or other government-ordered payments or filings to be overdue or inaccurately filed.
- 4.2.2 Cause or allow funds to be disbursed to the CEO without appropriate authorization.
- 4.2.3 Cause or allow the Board to be unaware, in a timely manner, of plans and the rationale for:
 - 4.2.3.1 Planned leasing arrangements greater than \$ 25,000 per annum in a single or related group of transactions.
 - 4.2.3.2 Planned mortgages or other encumbrances on Association assets exceeding \$100,000 in a single or related group of transactions.
 - 4.2.3.3 Planned transactions drawing on \$50,000 of the Association's line of credit in a single transaction or related group of transactions which are outside of normal operations.
 - 4.2.3.4 A planned draw on the line of credit for normal operating purposes (ie payroll, purchase of equipment etc.) that will not be repaid within 30 days of borrowing.
- 4.2.4 Cause or allow a staff compensation and benefits plan that deviates materially from comparable geographic market parameters.
- 4.2.5 Cause or allow the CEO salary and benefits to be revised, or any bonus compensation to be paid, without written notice provided by the Board to the individual responsible for administering CEO payroll and benefits.
- 4.2.6 Cause or allow plans or transactions that would jeopardize the Association's tax exempt status.
- 4.2.7 Cause or allow any Board member, the CEO, or any management staff member to undertake their duties on behalf of the Association without both the individual and the Association having a copy of a Conflict of Interest Agreement signed by the individual which is reviewed on a regular basis.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	October 20, 2019		

External Monitoring – May 2019 by PWC Policy 4.2.1

4.3. Financial Planning

The CEO shall not cause or allow financial planning that is incompatible with Ends progress, involves undue risk, and that does not facilitate effective target-setting, forecasting and resource allocation over a time period appropriate for the Association. To be more explicit, but without limiting the overall scope of how the above statement is interpreted, the CEO shall not:

- 4.3.1. Cause or allow financial forecasts and resource allocation to remain unchanged for more than one quarter in response to identified external and internal changes.
- 4.3.2. Cause or allow the absence of quarterly targets, forecasts and resource allocations that demonstrate acceptable Ends progress and cover, at a minimum, eight quarters.
- 4.3.3. Cause or allow inadequate capital funds to be available each quarter for planned hostel maintenance and improvements, and for a reasonable estimate of unplanned or emergency hostel maintenance.
- 4.3.4. Cause or allow inadequate funds to be available in any quarter for planned allocations to the hostel development fund.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	October 20, 2019		

4.4. Risk Management

The CEO shall not put organizational assets or Ends achievement in jeopardy through inadequate risk management. To be more explicit, but without limiting the overall scope of how the above statement is interpreted, the CEO shall not:

- 4.4.1 Implement strategies that are unsupported by research and/or past performance, or which cannot be effectively linked to Ends progress, or which cannot be appropriately funded.
- 4.4.2 Cause or allow the Association's monetary, physical, intangible and human assets to be underutilized, insufficiently protected, inadequately maintained, or unnecessarily risked. Without limiting the scope of this limitation, the CEO shall specifically not:
 - 4.4.2.1 Operate the Association without a significant focus on the development of strategic and operational partnerships in the region with non-profits, educational institutions, recreational and other similar organizations in order to increase the profile of the Association, strengthen our presence in local communities and to reduce risks associated with an over reliance on international visitation.
 - 4.4.2.2 Accumulate surplus funds in any fiscal year beyond what is required for operating and capital reserves.
 - 4.4.2.3 Operate the Association without adequate insurance coverage against theft and casualty, and against liability losses to Board, staff, volunteers, and the Association, and for which the terms are reasonable and affordable.
 - 4.4.2.4 Cause or allow the hostel properties to be maintained at a level that negatively impacts asset values and revenue generation.
 - 4.4.2.5 Operate the Association without processes and practices to optimize employee performance and volunteer utilization.
 - 4.4.2.6 Cause or allow the Association's image, trademarks and other intangible assets to be jeopardized.
 - 4.4.2.7 Cause or allow Association funds to be invested contrary to the Association Investment Policy.
- 4.4.3 Use business management processes and technologies that are out-dated, ineffective, fail to produce reliable and timely information, or are unsuitable for the Association needs.
- 4.4.4 Cause or allow significant operational decisions that are unsupported by member, guest or market research, selected without considering alternative options, or that are not appropriately funded.
- 4.4.5 Cause or allow the employees of the Association to be unaware of applicable compliance responsibilities with respect to laws, regulations, contractual provisions, or similar requirements, and the Executive Limitation policies.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	February 02, 2020		

4.5. Treatment of People

The CEO shall not cause or allow staff, volunteers, members or guests to be treated in an unlawful, unethical or unfair manner, in ways inconsistent with known values of the Association's moral ownership, or in a manner that is inconsistent with Ends progress. To be more explicit, but without limiting the overall scope of how the above statement is interpreted, the CEO shall not:

- 4.5.1 Cause or allow any staff, volunteers, members or guests to be dealt with in a way that favours or privileges some over others, except when such actions are allowable under HR or customer service operational policies and not otherwise prohibited by the Executive Limitations.
- 4.5.2 Cause or allow human resource and customer service policies to be unlawful, imprudent, inadequate, unavailable to those affected, or ignored by those responsible.
- 4.5.3 Cause or allow members and guests to feel unwelcome or unsafe in an Association hostel except when their conduct is unlawful, unsafe, or contrary to Association hostel rules.
- 4.5.4 Cause or allow the Board and staff to be unaware of satisfaction ratings and feedback of staff, volunteers, members and guests.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	February 02, 2020		

4.6. Hostel Operations

The CEO shall not cause or allow hostel operations that are incompatible with the Ends, or involve unwarranted risks. To be more explicit, but without limiting the overall scope of how the above statement is interpreted, the CEO shall not:

- 4.6.1. Cause or allow the Association hostels to fail to meet acceptable, HI-Canada minimum standards.
- 4.6.2. Cause or allow Association hostel operations that unnecessarily limit the guests ability to experience the genuine hostelling experience described in the Ends.
- 4.6.3. Cause or allow management policies and practices in Association hostels to be outdated and/or inconsistent with health, safety and HI Canada standards.
- 4.6.4. Cause or allow an annual hostel maintenance plan to be developed that does not have as its basis a periodic review of hostel facilities, and periodic input from stakeholders.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	February 02, 2020		

4.7. Hostel Development

The CEO shall not cause or allow new hostels to be developed, existing hostels to be redeveloped or expanded, or hostels to be sold or closed, where those actions create unwarranted risk, or are inconsistent with the Ends. To be more explicit, but without limiting the overall scope of how the above statement is interpreted, the CEO shall not:

- 4.7.1. Initiate a hostel development or redevelopment without adequate funding in place, and research-based conservative performance projections that demonstrate future ongoing financial viability of the Association's hostel network and acceptable Ends progress.
- 4.7.2. Finalize architectural plans or begin construction without implementing a consultation and communication process to collect input and feedback, and to measure and grow stakeholder support and acceptance.
- 4.7.3. Approve a hostel architectural design that is incompatible with the genuine hostelling experience as described in the Ends.

Adopted	Monitored	Reviewed	Amended
October 22, 2017	February 02, 2020		

5. FORMS AND TOOLS

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HI CANADA

Travel conscious

True North Hostelling Association

TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

Purpose

To oversee the True North Hostelling Association's governance structure and policies.

Composition

- a. The Governance Committee shall be appointed at the first Board meeting following the AGM.
- b. The Committee Chair will be appointed by the Board.
- c. The Committee shall be composed of a minimum of three Directors from the Board of Directors, at least one of which shall be the Chair or Vice-Chair. In addition to the foregoing, members of the Association may be appointed to the Committee.
- d. The Chair shall be an ex-officio member.
- e. A majority of the Committee members constitute a quorum.

Duties and Responsibilities

- a. With Board members, co-ordinate an annual review of the policies contained in the Board Policy Manual. This review will encompass both Monitoring Policies for Compliance as well as Reviewing Policies for Relevancy.
- b. Bi-annual review of True North's Constitution and By-Laws, or as needed.
- c. Evaluate Board meeting process for relevancy, as required.
- d. Take a leadership role in identifying the need for new Committees and define their broad mandates. Bring suggestions to the Board, as required.
- e. Up-date the Board Calendar after each Board meeting.
- f. Review and assess the adequacy of the Governance Committee's Terms of Reference annually and make any recommendations to the Board.
- g. Prepare and submit an annual rolling Board Education Plan at the May Board meeting.
- h. Provide strategic leadership for the Board's relationship with the National Board and with Boards of other regions.

Accountability

The Committee will report to the Board at each Board meeting or more frequently, if required.

Meeting Dates

As and when required by teleconference or face-to-face.

Resources

Internal staff resources will be provided for the Committee through the CEO.

External resources will be accessed as required. Board Chair will be informed in advance if external resources are required.

Adopted	Monitored	Reviewed	Amended
May 23, 2009	May 16, 2010	May 16, 2010	May 16, 2010
	May 29, 2011	May 29, 2011	May 26, 2013
	May 27, 2012	May 27, 2012	October 22, 2016
	May 26, 2013	May 26, 2013	May 27, 2017
	May 27, 2017	October 22, 2016	
	May 26, 2018	May 27, 2017	
	June 01, 2019	May 26, 2018	

TERMS OF REFERENCE FOR THE NOMINATING COMMITTEE

Purpose

To nominate, at a minimum to fill vacancies, a slate of candidates for election to the Board of Directors and oversee the Board election procedure as outlined in the Association Bylaws.

Composition

- a. The Nominating Committee shall be appointed at the first Board meeting following the Annual General Meeting (AGM).
- b. The committee Chair will be appointed by the Board.
- c. The committee shall be composed of a minimum of three Directors and/or members of the Association, who shall be ineligible for nomination.
- d. The Board Chair is an ex-officio member as long as not eligible for nomination.
- e. A majority of the committee members constitutes a quorum.

Duties and Responsibilities

- a. In accordance with Section 5 of the Bylaws, recommend to the board new individuals to fill vacancies on the board when replacements are required.
- b. Identify skill sets required on the Board to fill gaps and expertise as required.
- c. Contact committee-identified and self-identified members for board positions as required.
- d. Adhere to the schedule and requirements in Appendix A.
- e. Organize and oversee the election process in accordance with the requirements of Section 5 of the Bylaws, in particular with clauses 5.6, 5.9, 5.10, and 5.11.
- f. Review and assess the adequacy of the Nominating Committee's Terms of Reference annually and make any recommendations for changes to the board

Accountability

The committee will report to the Board as required.

Meeting Dates

As and when required by teleconference or face to face. A minimum of two meetings per year will be held and one must be held at least 150 days before the AGM.

Resources

Internal staff resources will be provided for the committee through the CEO. External resources will be accessed as required. The Board Chair will be informed in advance if external resources are required.

Adopted	Reviewed	Amended	Monitored
May 23, 2009	May 16, 2010	May 16, 2010	
	May 29, 2011	May 29, 2011	
	May 27, 2012	May 27, 2017	
	May 26, 2013	May 26, 2018	
	May 27, 2017		
	May 26, 2018		
	June 01, 2019		

APPENDIX A

Benchmarks for HI-C-PMR Board of Directors Nomination Process

Action	Date in General	Dates
Nominations Committee reviews its terms of reference and makes recommendations to the board of any changes by this date.	May board meeting	June 01/03, 2019 (1 week later this year)
The committee makes a recommendation to the board on the size of the next board by this date.	February board meeting	February 02-03, 2019
Possible candidates contacted and interviewed by Nominations Committee. Provide these individuals with summary of expectations.	January 1 to 10 days before date X (see below). However, this process should not be considered to be constrained by these dates and can take place year-round. Must be underway by February board meeting.	January 1 to March 18, 2019
Board considers recommendations from the Nominations Committee on committee terms of reference and board size.	February board meeting	February 02-03, 2019
Nominations Committee decides on individuals who go forward to the board as nominees (the NC Slate). This list will include all candidates that the committee considers to be qualified for service on the board.	Date X. Date X is set to allow consideration at the second board meeting of the calendar year. To be in board package, date X should be set about 10 days prior to that meeting.	March 27, 2019
Nominations Committee must meet by this date. This is a formal requirement from the NC Terms of Reference.	150 days before AGM	April 15, 2019 Committee will have already met
Approval of NC Slate by board by this date.	The date of the second board meeting of the calendar year. In any event, date must be no later than 120 days before AGM.	April 06-07, 2019

All individuals who have been interviewed by the nominations committee are informed of board decision on the NC Slate by this date.	Five days after the April board meeting.	April 12, 2019
Call to membership for additional nominations (Add Slate) by this date. Nominations should include a CV and letter of interest. <u>At this time the NC slate could be communicated to the membership. This needs to be decided during the discussion on the committee's terms of reference.</u>	120 days before AGM	May 15, 2019
Contact all Add Slate nominees and provide summary of expectations required for a successful candidate by this date. In practice, this will be done on an ongoing basis.	90 days before AGM	June 14, 2019
Deadline for nominations to Add Slate. Note: if there are no more nominations in total than the number of open positions then the next three steps are omitted and the new directors are elected by acclamation. These individuals are informed of the result as soon as practicable after the close of nominations.	90 days before AGM	June 14, 2019
Circulate all nominations (NC Slate + Add Slate) to membership with call to vote by this date. Nominees from the NC Slate are identified as such through wording such as "approved by the board" or something similar.	45 days before AGM	July 29, 2019
Board chair appoints CEO and two additional scrutineers by this date	45 days before AGM	July 29, 2019
End of voting period on this date	14 days before AGM	August 29, 2019

Communicate election results to nominees by this date	13 days before AGM (to allow time to make travel arrangements to retreat)	August 30, 2019
AGM. Election results are announced by CEO	Second Thursday of September	September 12, 2019
Election results are announced on web pages and through OLC regular communications to members.	According to regular cycle of PMR announcements	According to regular cycle of PMR announcements

Attachments for Reference:

BYLAW ARTICLE 5 - NOMINATIONS AND ELECTIONS

Section 5.1 Appointment and Composition of Nominating Committee

- 5.1.1 The Board shall annually appoint a Nominating Committee which shall include 3 to 5 Voting Members of the Association who shall be ineligible for nomination.

Section 5.2 Duties of the Nominating Committee

- 5.2.1 The duties of the Nominating Committee shall be set forth in terms of reference which shall be established from time to time by the Board, such duties to include nomination of a full slate of candidates for election to the Board in accordance with Section 5.3.

Section 5.3 Nominating Procedure

- 5.3.1 No fewer than 120 days prior to the Association's annual general meeting, the Nominating Committee shall submit a slate of candidates to the Board.
- 5.3.2 No fewer than 120 days prior to the Association's annual general meeting, a call for nominations shall be distributed to Voting Members. The notice may be distributed by mail, by notice published in a regular publication sent to all members individually, or by electronic means such as e-mail or facsimile. The notice shall include a nomination form in a format approved by the Board.
- 5.3.3 Additional nominations, signed by at least five Voting Members, may be submitted to the Nominating Committee up to 90 days prior to the Association's annual general meeting.

Section 5.4 Election of Directors

- 5.4.1 If additional nominations are received by the Association, the CEO shall circulate, no less than 45 days prior to the Association's annual general meeting, ballots to Voting Members. The ballot shall clearly identify the number of Directors to be elected for the available positions, and, in an order digitally randomized for each ballot, the names of the candidates for the available positions. The ballot may be distributed by mail, e-mail, fax, Internet, or other manner as approved by the Board and not contrary to these Bylaws or the Act.
- 5.4.2 The Chair of the Board shall, no fewer than 45 days prior to the Association's annual general meeting, appoint three scrutineers from amongst the Voting Members of the Association who shall be neither members of the Board nor candidates for election to the Board.
- 5.4.3 Each Voting Member shall have one vote for each of the available Board positions. Directors will be declared elected on the basis of a plurality of votes cast by mail, or other means as approved by the Board, and as verified by the scrutineers. Ballots must be returned to the Association no less than 14 days prior to the Association's annual general meeting.
- 5.4.4 At the Association's annual general meeting, the CEO will announce the results of the election, or acclamation if no additional nominations were received, in accordance with Section 5.3.

DISCUSSION NOTES RE: POTENTIAL BOARD MEMBERS

Thanks for expressing an interest in becoming a HI - PMR Board member. We are very interested in adding good candidates to our Board. To ensure that we all have a mutual understanding of what is expected; I have a few items to discuss with you.

1. In the last five years, how many trip have you taken? To where? What did you enjoy most about your trips?
2. How often did you stay in hostels on your trips? Canada? Elsewhere?
3. What Board experience do you have, if any? When and with what groups? It is important that candidates have worked on previous Boards as we are a multi-million organization and such experience is an advantage to your candidacy.
4. Have you worked on a Governance Board in the past? (If not, describe how a Governance Board works and make sure that they are willing to work under this system).
5. What do you think the role of a Director should be in a membership based organization such as HI?
6. Why would you like to be elected to the PMR Board? What educational / work experience would you bring to the Board? Do you have any specific ideas on what you would like to see implemented?
7. We share a lot of information between Directors by email. Are you email literate and do you have an email address? Do you check your email daily?
8. There are some important time commitments that are key to being a successful Director on the PMR Board. On average we expect you to spend about 15 hours per month on Hostel business. We have four in-person 2-day weekend Board meetings per year and that except in exceptional circumstances, we expect you to attend all four of them. Three of these meetings will be 'out of town' and this will entail an entire weekend commitment. We also have conference calls in the evening from time-to-time that you will be expected to participate in. Local attendance at our AGM / Townhall meeting is encouraged. **DO YOU HAVE THE TIME AND ENTHUSIASM TO COMMIT TO THESE TASKS?**

9. Do you have any questions or concerns that you would like to bring up now?

Adopted	Reviewed	Amended	Monitored
May 23, 2009	May 16, 2010	May 16, 2010	
	May 29, 2011	May 26, 2018	
	May 27, 2012		
	May 26, 2013		
	May 26, 2018		
	June 01, 2019		

True North Hostelling Association

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

Purpose

To assist the Board in its oversight of financial matters affecting the Association, specifically:

- a. The integrity of the Association's financial statements;
- b. The Association's compliance with legal and regulatory requirements;
- c. The independent auditor's qualifications and independence;
- d. The Association's financial internal controls; and
- e. The performance of the Association's independent auditor.

Composition

- a. The Audit Committee shall be appointed at the first Board meeting following the AGM.
- b. The Committee shall consist of a minimum of three directors and/or members of the Association. Where possible, at least one committee member shall be a CA, CMA, CGA or other accounting professional.

Duties and Responsibilities

The Audit Committee shall:

- a. Review and assess the adequacy of the Audit Committee's Terms of Reference annually and make any recommendations to the Board.
- b. Communicate to the Auditor any external policy monitoring requirements identified by the Board to be completed as part of the annual audit.
- c. Assess the Auditor's qualification and independence by
 - 1. ensuring that the Auditor knows that they are ultimately accountable to the Board;
 - 2. meeting with the Auditor at least once annually, generally (but not limited to) for the review of audited financial statements and any other times when deemed necessary;

3. ensuring that a written statement is obtained from the Auditor describing all relationships between them and the Association;
 4. discussing with the Auditor any disclosed relationships or services that may impact their objectivity and independence
- d. Review Auditor's performance by
 1. reviewing the audit plan and scope
 2. reviewing the work of the Auditor, including assessing the Association's critical accounting policies and practices, material alternative accounting treatments, material written communications between the Auditor and Management, and the resolution of disagreements between Management and the Auditor regarding financial reporting.
 3. every five years after the appointment of the new Auditor, determining if a Request for Proposal (RFP) process for the selection of new auditor is required and provide a recommendation to the Board.
 - e. Recommend the compensation of the Auditor to the Board for approval.
 - f. Request the Auditor, if there is an area of concern identified by the Board, to undertake that review as part of the annual audit.
 - g. Review the integrity of the Association's financial statements by
 1. obtaining explanations from management on all the significant variances between comparative reporting periods on the financial statements and understanding the significant financial reporting issues discussed during the fiscal period and the method of resolution;
 2. reviewing all post-audit or management letters containing the recommendations of the Auditor and management's response or follow-up of any identified weakness;
 3. reviewing the annual audited financial statements and "management's discussion and analysis" (if any) and recommending the financial statements for Board approval.

Authority

The Audit Committee shall have the authority:

- a. To inspect all of the books and records of the Association and its subsidiaries and to discuss such accounts and records and any matters relating to the financial position or condition of the Association with the CEO, Director of Finance and the Auditor.
- b. To recommend to the Board to engage independent counsel and other Advisors at a reasonable cost as it determines necessary to carry out its duties.
- c. If required, to invite an Association member who is a CA, CMA, CGA or other financial professional to advise the Committee as a volunteer without pay.

Accountability

The Committee will report to the Board when required.

Meeting Dates

As determined by the Committee when required.

Resources

Internal staff resources will be provided for the Committee through the CEO. Board Chair will be informed in advance if external resources are required.

Adopted	Reviewed	Amended	Monitored
October 17, 2009	May 16, 2010	May 16, 2010	
	May 29, 2011	May 29, 2011	
	May 27, 2012		
	May 26, 2013		
	May 27, 2017		
	May 26, 2018		
	June 01, 2019		

True North Hostelling Association

TERMS OF REFERENCE FOR THE CEO RELATIONSHIP COMMITTEE

Purpose

To oversee the True North Hostelling Association's CEO RELATIONSHIP structure and policies.

Composition

- a. The CEO Relationship Committee shall be appointed at the first Board meeting following the AGM.
- b. The Board Chair will be the Chair of this Committee.
- c. The Committee shall be composed of a minimum of three Directors from the Board of Directors.
- d. A majority of the Committee members constitute a quorum.

Duties and Responsibilities

- a. Review the CEO's base salary annually to coincide with the CEO's employment date referenced in Policy 3.4.
- b. Annually, the CEO bonus compensation criteria will be based on evidence of ends progress. Bonus criteria will be based on the CEO's performance throughout the fiscal year.
- c. To administer policy 3.6 and advise the Board as required.
- d. Review and assess the adequacy of the CEO Relationship Committee's Terms of Reference annually and make any recommendations to the Board.
- e. Review annually and manage the CEO Bonus Compensation policy 3.5

Accountability

The Committee will report to the Board as required.

Meeting Dates

As and when required by teleconference or face-to-face.

Resources

Internal staff resources will be provided for the Committee through the CEO. External resources will be accessed as required. Board will be informed in advance if external resources are required.

Adopted	Reviewed	Amended	Monitored
October 17, 2009	May 16, 2010	May 16, 2010	
	May 29, 2011	May 29, 2011	
	May 27, 2012	May 27, 2012	
	May 26, 2013		
	May 27, 2017		
	May 26, 2018		
	June 01, 2019		

CEO BONUS PLAN

CEO Bonus Calculation – 116 possible points - 100 points needed to get 100% of bonus

Category	Superior	Good	Acceptable
Key Success Result – selected by CEO upon completion of year	12	8	4
Key Success Result – selected by CEO upon completion of year	12	8	4
Key Success Result – selected by CEO upon completion of year	12	8	4
Financial Result before Depreciation and Extraordinary/One-time Items	0	-10	-20
# of Overnights	20	15	10
Membership Levels	20	15	10
Ends Progress	40	25	10

- Ratings will be based primarily on evidence provided by the CEO, including external data (such as economic conditions) and information requested by the Board.
- Ratings will not be target-based, but may incorporate appropriate targets. For example, membership results may be considered in relation to budgeted targets, but more important factors will be the economy and the membership performance of the rest of HI Canada.
- Key results identified “after the fact” reward the CEO for taking advantage of opportunities that arise during the year.
- Reinforces Ends Progress as the most important outcome.
- Financial results can reduce bonus, but not increase it. Resources spent to achieve Ends Progress, for example, is good. Money accumulated to the bottom line at the expense of Ends Progress should not be rewarded.
- Membership Levels and Overnights provide tangible measures of utilization and participation.
- Superior performance in every category should not be needed to achieve full bonus.

Process

1. Board considers monitoring information for Ends Progress and documentation from CEO for other category items.
2. Board has in-camera meeting to determine bonus.
3. Each category is addressed independently, with 10 minutes of discussion.
4. At the conclusion of each category discussion, the Board votes on the points assignment. If there is not a 2/3 majority voting for one points level, the average points based on all votes is calculated. If there is a 2/3 majority for any one points level, then that points level shall be used.
5. A minimum of two Directors, including at least one Officer, shall meet with the CEO to discuss the Board's determination of the bonus amount.

Policy 3.7.5 Process:

1. A minimum of 2 Directors, including at least one Officer shall use the in-camera Board discussion from the CEO Bonus Plan calculation relating to Ends Progress and the Section 4 monitoring reports and decisions as the substantive basis for their Performance Review meeting with the CEO. This meeting shall take place as soon as practicable following the meeting where the bonus is set.
2. The meeting with the CEO shall review the Board's determination of the bonus amount and shall include discussion of the Board's general rationale for the Bonus amount and a broader discussion about an assessment of CEO Performance.
3. The CEO shall be provided with a letter that outlines some general comments in relation to CEO performance. The Chair shall sign this letter.
4. The CEO shall be provided a separate letter that specifies the bonus amount and this letter shall be copied to the Director of Finance so that the Bonus can be paid as soon as practicable. The Chair shall sign this letter.

Adopted	Reviewed	Amended	Monitored
June 20, 2009	May 16, 2010		May 17, 2010
	May 29, 2011	May 29, 2011	May 28, 2011
	May 27, 2012	May 27, 2012	
	May 26, 2013		
	Feb 04, 2018		
	June 01, 2019		

True North Hostelling Association

TERMS OF REFERENCE FOR THE OWNERSHIP LINKAGE COMMITTEE

Purpose

To create, revise and guide the implementation of an active ownership linkage plan on behalf of the Board in accordance with the Linkage with Owners Policy

Composition

- The Ownership Linkage Committee will be appointed at the first Board meeting following the AGM.
- The committee Chair will be appointed by the Board.
- The committee shall be composed of a minimum of three members from the Board of Directors and shall include at least one representative from Alberta and one from British Columbia.
- The Board Chair shall be an ex-officio member.
- A majority of the committee constitutes a quorum.

Duties and Responsibilities

- Annually review the ownership linkage plan, for approval by the Board, and otherwise monitor the adherence with Policy 2.10 – Linkage with Owners.
- Liaise with the Board at the beginning of each board year to determine any specific outcomes that the Board may desire from this process beyond testing the ends and informing owners and incorporate this into the linkage plan.
- Guide the implementation of the linkage plan on behalf of the Board.
- When linking with owners, committee members may forward the names of members they think would be interested in and suitable for sitting on the board of directors or other board committees. All names shall be forwarded to the Nominating Committee in a timely manner.
- Report the outcomes of the committee's implementation of the linkage plan to the Board and make recommendations for changes to the Ends or other board policies.
- Review and assess the adequacy of the Committee's Terms of Reference annually and make any recommendations to the Board.

Owners are likely to be:

- Life members
- Current volunteers (other than directors)
- Past directors
- AGM and Town Hall attendees
- Those who respond to owner linkage communications
- Former employees

The Board's approach to linkage shall:

- Be fair and accessible with respect to all owners.
- Be in line with the Board's visionary role.
- Seek to foster a feeling of ownership and a sense of community.
- Recognize that hostelling is, in its history and culture, inherently local and membership based.

Accountability

The committee will report to the Board following each committee meeting at the next board meeting.

Meeting Dates

As and when required.

Board, Staff, and other Resources

Internal staff resources will be provided for the committee through the CEO. The committee may also require the assistance of outside consultants from time to time and the cost of such consultants will require prior approval of the Board. Specific approval for such expenditures will not be required if the expenses form part of the approved Board budget and plan for Ownership Linkage.

Adopted	Reviewed	Amended	Monitored
May 23, 2009	May 16, 2010	May 16, 2010	
	May 29, 2011	May 29, 2011	
	May 27, 2012	May 27, 2012	
	May 26, 2013	May 26, 2013	
	May 27, 2017	May 26, 2018	
	May 26, 2018	June 01, 2019	
	June 01, 2019		

Ownership Linkage Plan 2016 – 2019

Objectives

This plan is based on the overarching themes that came, in part, out of the meet-up held at Castle Mountain and Lake Louise in June, 2016. The key objectives used to guide this plan are as follows:

1. Re-examine the role of operations vs. board in communications with owners/members.
2. Improve the process of identifying and keeping a record of PMR's owners.
3. Conduct a survey of owners to determine owners' values in relation to policies (especially Section 4 and Ends).
4. Aim for more effective communication with owners.
5. Clarity around the value of hostelling for youth and families as well as groups.
6. Education about and celebration of the many sustainability initiatives that have been implemented.
7. Promotion of involvement opportunities to increase member participation and engagement.
8. Review format and marketing of updates and AGMs.
9. Promotion of our distinguishing features (e.g., value for money, green initiatives) and strengthen our brand as part of the HI international movement.

Annual reporting

Regular reporting to all HI-C-PM Region members to inform them on the work of the Board. The OCL will have the following tools at its disposal to carry out the reporting:

- Direct email communication
- Owner newsletter as part of TERN or other tool (something beyond standard email message)
- Annual Report

May: Report to members on Ends progress.

September: Update on all ownership linkage activities that the board has undertaken during the current fiscal year as well as those that are planned.

Ongoing: Updates to members throughout the year via email.

2017 Ownership Linkage Activities

Main activity: Information gathering (survey, master list of owners)

January – Conduct owners' survey and review results

February – Updates in Edmonton on February 23 and Calgary on February 24.

Action Items: Provide summary of feedback to participants; Informal analysis of feedback; add participant names and contact info to master list

April – Update in Regina in conjunction with board meeting in Regina, April 9.

Action Items: Provide summary of feedback to participants; Informal analysis of feedback; add participant names and contact info to master list

April – Complete analysis of survey results with a view to assisting the Governance Committee and the board in reviewing ends.

May – Survey feedback to owners

Action Items: Provide summary of survey results to participants; make recommendations to board based on survey results; add participant names and contact info to master list

2018 Ownership Linkage Activities

Main activity: Focus on sustainability and the environment

October (2017): Full review by OLC of formats of updates, meet-ups, adopt-a-hostel events, and AGMs, with recommendations to full board

January (2018): Report to owners on how survey results have affected policy

Dates TBA – Updates in Edmonton and Vancouver in conjunction with board meetings in those cities (presentations on green initiatives and informing Owners about their roles as owners)

Action Items: Provide summary of feedback to participants; Informal analysis of feedback; add participant names and contact info to master list

Date TBA – Update in Victoria (possibly in conjunction with a Victoria board meeting; presentation on green initiatives)

Action Items: Provide summary of feedback to participants; Informal analysis of feedback; add participant names and contact info to master list

May – Adopt-a-Hostel (at a wilderness hostel accessible from Calgary or Edmonton; participate in a green project)

2019 Ownership Linkage Activities

Main activity: Focus on youth and families

Dates TBA – Updates in Vancouver and Calgary in conjunction with board meetings in those cities (presentations on youth and family programs with special emphasis on inviting youth and families)

Action Items: Informal analysis of feedback; add participant names and contact info to master list

Date and location TBA – Update in Penticton (presentation on youth and family programs with special emphasis on inviting youth and families)

Action Items: Informal analysis of feedback; add participant names and contact info to master list

May – Meet-up at BC hostel (possibly Penticton, Whistler or Nanaimo; encourage involvement of youth and families)

Adopted	Reviewed	Amended	Monitored
May 29, 2011	May 26, 2013		
May 27, 2017			



**Together we'll
make a difference.**

**Ensemble
nous ferons la
différence.**



HI-C Environmental Charter

Hostelling International-Canada is committed to adopting environmentally sustainable policies and practices—the environment is important so let's protect it! Reduce, re-use, and recycle!

1. Energy Conservation

We conserve energy in our hostels and operations through efficient use and careful planning; as with the implementation of our energy efficient lighting policies.

2. Pollution

We strive to minimize pollution through environmentally acceptable methods of waste reduction and disposal.

3. Transport

We reduce greenhouse gas emissions by encouraging use of available public transport and providing information on alternative transportation such as bicycle rental, at all our hostels.

4. Recycling

We implement comprehensive recycling practices to avoid and minimize waste where recycling facilities are available. Reduce, re-use, and recycle!

5. Consumption

By changing our consumption patterns and choosing products which minimize adverse environmental impacts, we are limiting the amount of waste we produce.

6. Nature

We make continual progress towards eliminating damage to our natural heritage and environment and promote local environmental preservation initiatives.

7. Environmental Education

We build awareness and share information by developing programs, activities and displays that promote the importance of adopting environmental practices, changing personal habits and emphasizing the individual's ability to influence.

True North Hostelling Association

BOARD TRAVEL AND ENTERTAINMENT POLICY

You may be reimbursed for reasonable out-of-pocket expenses incurred on the legitimate Association Board business, where that business is not conducted in conjunction with any other business for which you are being, or will be reimbursed for the same expense. It is expected that Board members will use the least expensive, most efficient means of travel.

The following expenses are eligible for reimbursement:

Ground Travel:

- Recognizing the impact of vehicle travel on the environment, especially with a single occupant, inter-city bus options should be considered when reasonable in the circumstances.
- For car travel trips in excess of 250 km, a vehicle rental should be used if the total rental costs, plus gasoline costs are less than the estimated kilometres travelled.
- Car travel at \$0.50 per kilometre.
- Vehicle rental (up to mid-size cars).

Air Travel:

- Board members are aware of meeting dates at the beginning of the Board year and are expected to book air travel for the meeting dates as soon as they become aware of a seat sale fare and not delay purchasing of tickets for personal, work or other reasons.
- Where a change is later required for personal reasons (other than family emergency) the board member will be required to pay the applicable change fees and additional fare o Where a change is later required due to unanticipated work commitments the association will pay the applicable change fees and additional fare o Where, at the time of booking, there is any uncertainty as to the ability of the Board member to fly on the purchased dates, a booking on Westjet is required, if at all possible, as Air Canada does not offer a transfer of any resulting credits and charges 300% more in change fees.
- Air fares will be reimbursed on major carriers including Westjet and Air Canada (at Tango or equivalent fares where possible).

Other Expenses:

- For city and city/airport travel public transportation is the first choice when reasonable in the circumstances.
 - Parking charges while on Board business when other transport is not reasonable.
- Reasonable meal expenses while traveling on Board business when not provided. Other reasonable expenses when on approved Board business such as breakfast/lunch meetings with professional advisors, or volunteer/staff recognition.
- A board member shall exercise reasonable discretion when purchasing alcoholic beverages while on board business or related activities.

All expenses are to be submitted for approval on approved expense report forms immediately following major travel or immediately following a Board meeting with all pertinent receipts.

For Directors: Expenses are to be approved by the CEO or Chair before being submitted to the Accounting Department. Chair's expenses are to be approved by the CEO or Vice Chair.

If the total is "Due to the Association", please attach a cheque payable to the Hostelling International – Canada – Pacific Mountain Region.

Adopted	Reviewed	Amended	Monitored
	June 01, 2019		