



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

BOARD OF DIRECTORS
MEETING SUMMARY

DATE:	Sunday January 25, 2009	
TIME:	January 25 9:00am to 3:00pm PST	
PLACE:	HI-Vancouver Downtown, Vancouver BC	
PRESENT:	Claire Johnson	Chair
	Peter Nietresta	Vice Chair
	Jon Azpiri	Director AM only
	Craig Brown	Director
	Alexandra Gunn	Director
	Brian Kelly	Director
	Rosemary Stringer	Director
	Mark Sowinski	Director
REGRETS:	Alastair Campbell	Vice Chair
	Jamie Mintoft	Director
STAFF:	Alistair McLean	CEO
CONSULTANTS:	Wayne Amundson	AXI
	Robin Robertson	AXI
RECORDER:	Alistair McLean	CEO

1. Call to order

The meeting was called to order at 9:01am PST.

2. Adoption of Agenda

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the agenda as presented is hereby acknowledged and ratified by the Directors of the Association.

3. Attendance

- A. McLean advised that all directors were in compliance with the Bylaws.

4. Adoption of minutes of last meeting

4.1 October 18/19, 2008 Board Meeting

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board minutes dated October 18.19, 2008 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

5.1 Ownership Linkage Project – Update

- The Board spent the full day January 24, 2009 reviewing the Ownership Linkage report.
- From the review there were discussions around the current End statements and the statements were adjusted where necessary from the feedback of the members.

6. Board Education

6.1 Ownership Linkage Project

- Education was covered under January 24 Board working session.

7. Items for Decision

a) Ends

a.1 Approvals from Board Owner Engagement Session

- The Board reviewed the current End statements in reference to the Ownership Linkage project results.
- Several of the Ends were amended.
- Current End 1.1.3 will become a limitation.
- At the next meeting the Board will address Sub End 1.3 and review “value, FIT and young”. It was noted this review could possibly impact the other ends requiring a small revision to them.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the revised Mega End and Sub Ends 1.1 and 1.2 be adopted as follows:

Mega End

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

Sub-Ends

1.1. Travellers can experience Western Canada'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 Hostel locations are situated to provide access to a spectrum of geographical and cultural landscapes in the Pacific Mountain Region. The network will grow at a rate of one hostel every three years.
- 1.1.2 Financially sustainable hostels are situated in key urban centres and top international destinations in the Pacific Mountain Region by 2026.

1.2. Travellers in the Pacific Mountain Region can participate in a genuine hostelling experience at a rate measured by an annual target negotiated between the Board and the CEO based on market conditions characterized by:

- 1.2.1 Focused on affordability.
- 1.2.2 Hostel facilities that encourage interaction
- 1.2.3 Hostel facilities and programs that reflect and encourage experiencing the surrounding culture and geography.
- 1.2.4 Hostel facilities and programs that model and promote environmental responsibility. is hereby acknowledged and ratified by the Directors of the Association.

b) Governance Process

b.1 Board Calendar

- C. Johnson reviewed the revised calendar and requirements for future board meetings.
- Next face to face meeting scheduled for March 28/29, 2009 in Calgary.

b.2 Approval of Owner Engagement Policy Changes

- There was a discussion around the need of establishing a standing committee for Ownership Linkage.
- The Board decided to establish a committee and appointed Peter Nietresta as Chair, and Alexandra Gunn and Mark Sowinski as committee members.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the establishment of a standing Ownership Linkage Committee with Peter Nietresta as Chair and Alexandra Gunn and

Mark Sowinski as committee members is hereby acknowledged and ratified by the Directors of the Association.

- Board delegated the following work to the committee to follow up with the owners - the progress of the Ownership Linkage project and review the current policy 2.10 and report back to the Board at the next Board meeting.

b.3 Committee Related Decisions

b.3.1 Committee Terms of Reference

- C. Brown presented the Nominating Committee revised terms of reference.
- Discussion around the terms.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the revised Terms of Reference for the Nominating Committee are approved as amended with further changes being presented at a future board meeting, is hereby acknowledged and ratified by the Directors of the Association.

b.3.1.2 Approval of Nomination Forms

- Craig Brown advised the Nomination Committee recommends to the Board to approve the draft nomination documents and provide authority for the Nominations Committee to approve final documents.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the authority for the Nominations Committee to approve the final call for nominations forms for the 2009 Board election, is hereby acknowledged and ratified by the Directors of the Association.

- Review of the terms of reference for the Audit, Governance, CEO Review and Ownership Linkage Committees were tabled to the next face to face board meeting.

b.3.2 Approval of 2008/09 Audit Fees

- B. Kelly advised committee met and discussed audit fees and as per the enclosed document recommends approval of the fees for the audit for the year ending March 31, 2009.
- There was a discussion around tendering of the March 31, 2010 year end audit.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the audit fees of \$48,500 for the auditors, KMPG, as presented by the Audit Committee for the fiscal year ending March 31, 2009, is hereby acknowledged and ratified by the Directors of the Association.

b.3.3 Slate of Candidates

- Discussion around requirements and skills for the future Board
- Nomination Committee will present a slate of candidates to the Board prior to February 17, 2009.

b.3.4 Assignment of Tasks of Owner Engagement Governance Process Change

- The Board requested the Nominating Committee to review their revised terms of reference in regards to feedback from the Ownership Engagement project revolving around qualifications and process for future board director candidates.

b.4 2009/10 Board Budget Approval

- Claire Johnson and A. Mclean provided a short overview of the 2009/10 Board Operating Budget.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the 2009/10 Board Budget is approved in the amount of \$130,000 is hereby acknowledged and ratified by the Directors of the Association.

b.5 Board Makeup

- There was a discussion around the size of the Board for next year
- Board decided to have a board of nine members for the 2009/10 year.
- Rosemary Stringer to become part of the Nominating Committee as Jamie Mintoft needs to step down as per bylaws.

b.6 AGM & Townhall 2009 Meeting Locations

- Discussion around the location and date of the 2009 AGM
- It was decided that Edmonton would host the 2009 AGM on June 20, 2009.
- Dates to be finalized for the Calgary and Vancouver townhall meetings.

b.7 NEB Meeting Update (November 08, 2008)

- This item was tabled until the next Board meeting.

b.8 Policy 2.8.1 Review

- This item was tabled until the next Board meeting.

b.9 Proposed Confidentiality Policy

- W. Amundson presented a proposed confidentiality policy
- A discussion was held around information provided.
- It was agreed to insert this policy as amended as policy 2.3.14

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board adopts the proposed confidentiality policy as amended as a new policy 2.3.14, is hereby acknowledged and ratified by the Directors of the Association.

b.10 CRA Update

- A. Mclean provided a short update on the CRA case.
- HI-OE lost the case in Federal Court and has decided not to appeal the case. However upon approaching CRA recently they have requested annulment which is being discussed at this time. It looks positive for OE and Manitoba to receive annulment at this time.

c) Executive Limitations

c.1 Operating and Capital Budgets 2009/10

- This item was tabled until the next Board meeting

d) Board-CEO Relationship

- No items discussed in this meeting.

8. Monitoring CEO Performance

- No items discussed in this meeting.

9. Monitoring Board Performance

9.1 Acceptance of Section 2.1 to 2.12 Monitoring Report

- This item was tabled until the next Board meeting

10. Information Requested by the Board

10.1 Whistler Project

- A. McLean provided a short update on the status of the construction of the new property and the presentation to the Whistler Council when becoming a member of Whistler 2020.

10.2 75th / 100 Anniversary Update

- A. McLean advised that plans are proceeding on the Bragg Creek function for early this summer.
- The Hostel Commemorative Book is underway with printing scheduled in May of this year. In time for the AGM.

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- HI-Manitoba has coordinated a photo display called “people, place, cultures – our world” which will be displayed this year across Canada at different hostels.

10.3 Saskatchewan Region Update

- A. McLean advised that the HI-Saskatchewan Board met in December and has decided there is no interest at this time in merger discussions. If they change their minds they will contact us.

10.4 Board Budget Update

- A. McLean provided a short update on the current year’s Board budget status.
- McLean reminded members to forward their expenses as soon after the meeting as possible.

10.5 Wilderness Hostel Financial Support

- M. Sowinski discussed need for additional information when reviewing policy 4.12.4 at the next Board meeting.
- A. McLean advised if the Board members require any special information to review this policy that they send in their request by February 06, 2009 at the very latest.

10.6 Wilderness Pricing

- M. Sowinski requested the Board review hostel pricing.
- It was decided to look at this at the May Board meeting.

10.7 Beauty Creek and Hilda Update

- P. Nietresta requested an update on the Beauty Creek incident and Hilda
- A. Mclean advised that the insurance adjuster has deemed the Beauty Creek cabin a total loss and will be providing approval to tear down. Until such time that it is removed the hostel will remain closed for liability reasons.
- Work to replace the building in underway with the insurance company and Parks Canada.
- At a minimum the remaining buildings will be open for next summer tourist/cycling season.
- A, Mclean advised that there have been no request by Parks Canada to close Hilda. All Banff Park wilderness hostels are undergoing a required environmental assessment as a licence of occupancy renewal requirement.

11. Self-evaluation of governance process at this meeting

- Board reviewed results of the past meeting.
- Summary and evaluation completed.

12. Adjournment

The meeting was adjourned at 2:50pm PST Sunday January 25, 2009

Chair

Secretary