



HOSTELLING INTERNATIONAL  
Pacific Mountain Region

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

BOARD OF DIRECTORS  
MEETING SUMMARY

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<b>DATE:</b>	Wednesday February 18, 2009	
<b>TIME:</b>	7:00pm PST	
<b>PLACE:</b>	Telephone Conference Call	
<b>PRESENT:</b>	Claire Johnson	Chair
	Alastair Campbell	Vice Chair
	Peter Nietresta	Vice Chair
	Craig Brown	Director
	Brian Kelly	Director
	Jamie Mintoft	Director
	Mark Sowinski	Director
<b>REGRETS:</b>	Jon Azpiri	Director
	Alexandra Gunn	Director
	Rosemary Stringer	Director
<b>STAFF:</b>	Alistair McLean	CEO
<b>RECORDER:</b>	Alistair McLean	CEO

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**1. Call to order**

The meeting was called to order at 7:00pm 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 January 25, 2009 Board Meeting

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**ON A MOTION DULY MADE**, carried unanimously.

**BE IT RESOLVED THAT:** the Board minutes dated January 25, 2009 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

**5. Ownership Linkage**

- Nothing Discussed in this section at this meeting

**6. Board Education**

- Nothing Discussed in this section at this meeting

**7. Items for Decision**

**a) Ends**

- Nothing Discussed in this section at this meeting

**b) Governance Process**

**b.1.1 Committee Related Decisions**

- General discussion around the timing of when all the Terms of Reference are to be reviewed annually. It was agreed following the comments at this meeting the committees will bring final TORs to the May 2009 Board meeting and that future reviews would be done at the last meeting before the AGM
- C. Johnson provided background around the CEO Review Committee TOR. There was discussion around the number of times that the committee needed to meet with the CEO.
- A. Campbell provided background around the Governance Committee TOR. There was discussion about the duties and the rewording of item “d”.
- P. Nietresta provided background around the Ownership Linkage Committee initial terms of reference. These will be reviewed by the committee in light of the review of policy 2.10 by them.
- B. Kelly provided some background on the Audit Committee revised terms of reference. AXI is to provide their thoughts on this draft to the committee.

**b.1.2 Slate of Candidates – 2009 Board Election**

- Craig Brown presented slate of candidates for the 2009 Board election advising that P. Nietresta, Brian Kelly and Mark Sowinski will be running again. Jamie Mintoft, Jon Azpiri and Rosemary Stringer will not be putting their names forward.

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- A. McLean advised that the call for nominations mailing and e-mail to members has been sent out.
  - A. McLean also advised a special e-mail is being sent to those members who took part in the BIH project with a message from the Nominations Committee and a follow up report from the Ownership Linkage Committee.

b.2 NEB Meeting Update Nov 08, 2008

- C. Johnson provided an update of the meeting and presentation that A. McLean and herself had with the NEB in Vancouver.
- C. Johnson advised that the NEB was updated on the following topics – Whistler project, BIH project, and the 75<sup>th</sup>/100<sup>th</sup> anniversary projects. There was also a discussion around the future of HI structure and the role of the National office.
- C. Johnson and A. Mclean also represented HI-PM Region at the IYHF Board meeting in Vancouver along with the NEB.
- The Board had a discussion around the National role and connection with the NEB. It was agreed to invite a NEB board member (residing in the city where we hold a particular board meeting) to a part of that meeting. Also discussed inviting the NEB President to the March Board meeting in Calgary to allow him to see a PM Region Board meeting and to develop a more active communication with the NEB.

b.3 Policy 2.8.1 Review

- Item was tabled to the March Board meeting

b.4 Asset Transfer

- C. Johnson introduced the need for clarification of how we proceed with the requirements/requests for our legal counsel around this item.
- It was agreed that P. Nietresta would review all the questions submitted and draft a final version to be forwarded to counsel.

**c) Executive Limitations**

c.1 Operating and Capital Budgets 2009/10

- A Mclean presented the 2009/10 Operating and Capital budgets for information.
- Board members asked several questions regarding the operating and capital budgets.

**ON A MOTION DULY MADE**, carried unanimously.

**BE IT RESOLVED THAT:** the Board received the Operating and Capital Budgets for the year ending March 31, 2010, is hereby acknowledged and ratified by the Directors of the Association.

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**d) Board-CEO Relationship**

- Nothing discussed in this section at this meeting

**8. Monitoring CEO Performance**

- Nothing discussed in this section at this meeting

**9. Monitoring Board Performance**

9.1 Acceptance of Section 2.1 to 2.12 Monitoring Report

- Item was tabled until the March Board meeting.

9.2 Strategies to improve Board Performance on policies

- Item was tabled until the March Board meeting.

**10. Information Requested by the Board**

- Nothing discussed in this section at this meeting

**11. Self-evaluation of governance process at this meeting**

- Nothing discussed in this section at this meeting

**12. Adjournment**

**The meeting was adjourned at 8:45pm PST Wednesday, February 18, 2009**

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Chair

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Secretary