



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>	Saturday March 28, 2009 Sunday March 29, 2009
<b>TIME:</b>	Saturday 8:30am to 5:00pm MST Sunday 9:00am to 3:00pm MST
<b>PLACE:</b>	Calgary Alberta
<b>PRESENT:</b>	Claire Johnson                      Chair Alastair Campbell                  Vice Chair Peter Nietresta                      Vice Chair Jon Azpiri                              Director Alexandra Gunn                      Director Brian Kelly                             Director Mark Sowinski                        Director
<b>REGRETS:</b>	Rosemary Stringer                  Director Jamie Mintoft                         Director
<b>CONSULTANTS:</b>	Wayne Amundson                    AXI Robin Robertson                    AXI
<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 8:45am MST.

**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.

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### 3. Attendance

- A. McLean advised that all directors were in compliance with the Bylaws.
- A. McLean advised that Craig Brown has resigned from the Board effective March 25, 2009.
- A McLean advised that R. Stringer advised the Board Chair that she is unavailable for the meeting as she is away on a three week contract out of province.

### 4. Adoption of minutes of last meeting

#### 4.1 February 18, 2009 Board Meeting

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

**BE IT RESOLVED THAT:** the Board minutes dated February 18, 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

##### a.1 End 1.3 Review and Relook at Revised Ends 1.1 and 1.2

- Board reviewed Ends 1.1.1 and 1.2 and adopted amendments to Ends 1.1.1, 1.2, 1.2.1, 1.2.2, 1.2.3, 1.2.4,
- Board reviewed End 1.3 and adopted amendments.

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

**BE IT RESOLVED THAT:** the Board approves the amendments to the Mega End and Ends 1.1.1, 1.2, 1.2.1, 1.2.2, 1.2.3, 1.2.4 and 1.3 is hereby acknowledged and ratified by the Directors of the Association.

#### b) Governance Process

##### b.1 Board Calendar

- A. Campbell reviewed the revised calendar

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- Discussion around the May Board meeting and setting of 2009/10 board meeting dates. Townhall meeting dates are to be set by the officers by April 14.

## b.2 Committee Related Decisions

### b.2.1 Audit Tender

- J. Azpiri provided a draft RFP for audit services for review
- Discussion around process and timing of the RFP

**ON A MOTION DULY MADE**, carried

**BE IT RESOLVED THAT:** the Audit Committee initiate a Request for Proposal to recommend an Auditor for the fiscal year 2010/11, is hereby acknowledged and ratified by the Directors of the Association.

## b.3 Policy Review

### b.3.1 Policy Review & HI-NA

- A. McLean and P. Nietresta reminded the intent of part of our regular policy review of HI-PM Region Board policies is that former HI-NA policies will be reviewed in comparison at the same time. A number of changes have previously been incorporated into HI-PM Region Board Policies.
- Discussion around process moving forward.

### b.3.2 Policy 2.8.1

- W. Amundson provided some education around policy and role of the Board.
- Discussion around policy and National Board process.
- Policy was reviewed and sections 2.8.1 and 2.8.2 were amended

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

**BE IT RESOLVED THAT:** the Board approves the amendments to policy 2.8, is hereby acknowledged and ratified by the Directors of the Association.

### b.3.3. Policy 4.12.4

- P. Nietresta presented background around policy changes and presented a new proposed policy 4.12.4.
- Discussion around proposed revised policy presented
- Amendments made to proposal.

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- Work group made up of M. Sowinski, Brian Kelly and P. Nietresta established to review all of Policy 4.12 as a number of matters were also identified in the HI-NA Policy review. P. Nietresta to issue revised proposed Policy 4.12 to the Board. Board to review make comments back to work group prior to May Board meeting.

#### b.3.4 Policy 2.10

- P. Nietresta presented revised policy 2.10 from Ownership Linkage Committee.
- Board discussed proposal and made several amendments.

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

**BE IT RESOLVED THAT:** the Board approves the amendments to policy 2.10, is hereby acknowledged and ratified by the Directors of the Association.

#### b.4 NAGM – Delegate and Motions

- C. Johnson advised that she will be unable to attend and recommended Alastair Campbell as the Board delegate.
- A. Mclean discussed role and advised need of an alternate and recommended P. Nietresta as the alternate.
- Discussion of sending a possible third Board member.

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

**BE IT RESOLVED THAT:** the Board nominates Alastair Campbell as delegate, and Peter Nietresta as alternate/observer for the HI-C-PM Region at the 2009 HI-C NAGM being held in Toronto on June 14, 2009 (or re-scheduled date), is hereby acknowledged and ratified by the Directors of the Association.

#### b.5 True North AGM Agenda

- Discussion around meeting time and draft agenda
- A. Mclean to relook at start time.
- A. Campbell gave a short update on the election process and status. Due to the recent resignation of C. Brown there will not be a need for an election and the six candidates will be acclaimed.
- C. Johnson and A. Campbell to contact the successful candidates.

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

**BE IT RESOLVED THAT:** the 2009 Draft AGM Agenda is approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

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## b.6 Building Names

- A. Mclean introduced the idea of possibly naming some of our hostel buildings (not entire hostels). This was brought forward by the Assistant Manager at Banff where one building is named and the other is not.
- Short discussion on topic. A good way of involving members and staff.
- Board determined that they should be involved and Ownership Linkage Committee will review and provide feedback at the May Board meeting.

## b.7 External Monitoring

- A. Campbell discussed idea about external monitoring of board policies.
- A. Campbell presented eight potential policies that could be monitored externally by the Association auditors, Governance Committee and Board Chair. Board discussed issues around the process.
- Board approved proposal.

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

**BE IT RESOLVED THAT:** the Board approves the external monitoring of policies 4.3.2, 4.5.3 and 4.5.4 by the Association Auditors, policies 4.5.6, 4.6.1, and 4.8.2 by the Governance Committee and policies 4.11.1 and 4.11.2 by the Board Chair with HI-Canada, is hereby acknowledged and ratified by the Directors of the Association.

## c) Executive Limitations

### c.1 End 1.1.3 to become a Limitation

- Short discussion on old End 1.1.3 and need to possibly become a limitation.
- Work group consisting of M. Sowinski, B. Kelly and P. Nietresta to review and come with proposal to May Board meeting.

### c.2 Whistler Staff Housing

- A. Mclean provided background information for the purchase of two townhomes and one apartment unit in Cheakamus Crossing in Whistler for staff housing.
- A. Mclean answered questions around recommendation.
- Purchase of units will not impact debt equity ratio in regards to the organizations ability to carry out the capital project plan of 2008-17.

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**ON A MOTION DULY MADE**, carried, against M. Sowinski  
**BE IT RESOLVED THAT:** the Board approves the purchase of the two townhomes and apartment unit in Whistler for staff housing in May 2010 as outlined in the memo of March 26, 2009 conditional on the purchase and completion of the new Whistler hostel transaction, is hereby acknowledged and ratified by the Directors of the Association.

**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

- W. Amundson provided some education around and focus of monitoring and review processes.
- Board reviewed key issues from report and identified policies that need to be reviewed or included in the Board improvement plan.
- The following policies will be reviewed in detail at the May board meeting - policies 2.3.10, 2.3.11.2, 2.4.3, 2.4.5, 2.6 and 2.9

9.2 Strategies to improve Board Performance on policies 2.3.10.3, 2.4.5.1, 2.4.5.3 and 2.12.3

- C. Johnson advised that Policy 2.3.10.3 issue has now been addressed in the January meeting with the addition of the confidentiality policy.
- C. Johnson reviewed the process taken to craft a Board agenda, policy 2.4.5.1. She reminded the Board if they need an item on the agenda it is necessary to advise the Chair a *minimum* of one month in advance of the meeting.
- C. Johnson discussed policy 2.4.5.3 and Board member participation.
- C. Johnson discussed policy 2.12.3. Claire presented a proposal for board self-evaluation. She would be sending out two questions to each Board member on how other board members can improve and those other Board members would receive the confidential feedback for their benefit (Board development – “mini 360”). It was decided that this will be done through AXI using Survey Monkey.

9.3 Board Improvement Plan

- The following are areas that the Board identified as needing improvement - Direct inspection; Nomination Committee; External Monitoring; and Board Orientation Training improvement for both new

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and existing board members and specifically including instructions on use of monitoring templates.

## **10. Information Requested by the Board**

### 10.1 Beauty Creek Update

- A. Mclean advised that the damaged building has been lowered to the ground and new plans have been created.
- The plans accompanied with an environmental assessment plan are being submitted to Parks Canada in the next couple of weeks for approval.
- Next phase is to obtain quotes for construction and approval to proceed from the insurance company.

### 10.2 Board Budget Update

- A. Mclean reviewed the Board budget to the end of February and will advise re: certain details requested by the Board.
- A. Mclean also advised with year end two days away for all Board expense reports to be submitted no later than next Friday April 03, 2009 or else any expenses submitted after that will get charged to next year's budget and there could be a delay in issuing expense cheques.

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

- The Board discussed the January Board meeting evaluation.
- Summary and evaluation completed for this meeting and submitted.

## **12. Adjournment**

**The meeting was adjourned at 3:00pm MST Sunday, March 29, 2009**

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Chair

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Secretary