



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE: Saturday May 23, 2009
Sunday May 24, 2009

TIME: Saturday 8:30am to 5:00pm PDT
Sunday 8:30am to 3:00pm PDT

PLACE: HI-Whistler, Whistler, BC

PRESENT:

Claire Johnson	Chair
Alastair Campbell	Vice Chair
Peter Nietresta	Vice Chair
Jon Azpiri	Director Saturday Only
Alexandra Gunn	Director
Brian Kelly	Director
Jamie Mintoft	Director
Mark Sowinski	Director
Rosemary Stringer	Director

REGRETS:

CONSULTANTS: Wayne Amundson AXI

STAFF: Alistair McLean CEO

RECORDER: Alistair McLean CEO

1. Call to order

The meeting was called to order at 8:30am PDT.

2. Adoption of Agenda

- A. Campbell advised the need to add an additional agenda item 7.b.10 - Approval for presentation to the members of the True North audited financial statements for the year ending March 31, 2009

ON A MOTION DULY MADE, carried unanimously.
BE IT RESOLVED THAT: the approval of the agenda as amended is hereby acknowledged and ratified by the Directors of the Association.

3. Attendance

- Discussion around the absence of R. Stringer at two consecutive meetings.

ON A MOTION DULY MADE, carried
BE IT RESOLVED THAT: the Board approved the absence at two concurrent Board of Directors meetings by Director R. Stringer, is hereby acknowledged and ratified by the Directors of the Association.

4. Adoption of minutes of last meeting

4.1 March 28/29, 2009 Board Meeting

ON A MOTION DULY MADE, carried unanimously.
BE IT RESOLVED THAT: the Board minutes dated March 28/29, 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 Board Calendar

- A. Campbell reviewed the revised calendar
- A. Campbell to forward next year meeting dates to new Board members.
- Calgary Townhall date moved to June 23, 2009.

b.2 Committee Related Decisions

b.2.1 Committee Terms of Reference

Audit Committee

- J. Azpiri provided a brief overview of the draft terms of reference for the Audit Committee
- Discussion around detail and basis of terms of reference and need to ensure they are appropriate for the non-profit sector. CGA may have base terms of reference to compare to.
- Minor changes made to item 5 and 10.

ON A MOTION DULY MADE, carried unanimously
BE IT RESOLVED THAT: the revised Terms of Reference for the Audit Committee are approved as amended with further amendments to be brought forward at the October Board of Directors meeting, is hereby acknowledged and ratified by the Directors of the Association.

Governance Committee

- A. Campbell provided a brief overview of the draft terms of reference for the Governance Committee
- Discussion around review of Constitution and Bylaws. Change made to review on a bi-annual or as needed basis.

ON A MOTION DULY MADE, carried unanimously
BE IT RESOLVED THAT: the revised Terms of Reference for the Governance Committee are approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

Nominating Committee

- A. Campbell and A. Gunn provided a brief overview of the draft terms of reference for the Nominating Committee
- Discussion around suggested notes for interviewing of potential future candidates.
- Discussion around and minor changes made to Purpose and Duties item “d”.

ON A MOTION DULY MADE, carried unanimously
BE IT RESOLVED THAT: the revised Terms of Reference for the Nominating Committee are approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

Ownership Linkage Committee

- P. Nietresta provided a brief overview of the draft terms of reference for the Ownership Committee
- Add in item e under Duties to do annual review of terms of reference.
- Duties item “a” revised to add annual plan is approved by the Board.
- Discussion around involvement of all Board members in implementation of the annual plan.

ON A MOTION DULY MADE, carried unanimously

BE IT RESOLVED THAT: the revised Terms of Reference for the Ownership Linkage Committee are approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

CEO Review Committee

- A. Campbell advised the committee has met on several occasions to discuss the terms of reference and have been working on several parts of the terms processes and until completed will not be presenting a final draft.
- This work should be finished for the October Board meeting.

b.3 Policy Review

b.3.1 Policy 4.12

- P. Nietresta advised the Board that the work group has met several times and had not yet completed a revised draft policy to be brought forward.
- The group also met with an Operations group in Edmonton in late April to get a better understanding of the wilderness operations.
- This item will be brought forward to the October Board meeting.
- Further consultations may occur with Operations on a draft proposal before presentation to the Board.

b.3.2 Policy 2.3.10.1

- Discussion around subsets 2.3.10.3 and 2.3.10.4
- A. Campbell presented additional draft wording for policy around issues being brought to the Board table, which was accepted.
- It was agreed that two new items will be added to policy 2.3 as follows (a) They shall follow the chain of command in Committee and Board structures which shall be specified as Committee Chair

first, Committee second, Board Chair third, and Board fourth. (b) They 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.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the amendments to policy 2.3 is hereby acknowledged and ratified by the Directors of the Association.

b.3.3. Policy 2.3.11.2

- Discussion around whether a Board member can apply for employment once they resign from the Board.
- Consensus was to not adjust policy 2.3.11.2
- The following words “a financial or legal” to be added to policy 2.3.11.1 after “upon”.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the amendments to policy 2.3 is hereby acknowledged and ratified by the Directors of the Association.

b.3.4 Board Renewal Policy 2.6

- Discussion around renewal and specifically policy item 2.6.3
- Minor wording changes made throughout the whole policy.
- Discussion around policy 2.6.4 with changes made.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the amendments to policy 2.6, is hereby acknowledged and ratified by the Directors of the Association.

b.3.5 Board Policy 2.9

- Discussion around Board e-mail contact and process. A. Mclean to forward website Board contact e-mail to internal Board group e-mail address. Additional wording to be added on website around contacting individual Board members.
- After discussion policy 2.9.7 was deleted.
- In policy 2.9.8 reference to policy 2.9.7 to be deleted

ON A MOTION DULY MADE, carried, 1 abstention

BE IT RESOLVED THAT: the Board approves the amendments to policy 2.9, is hereby acknowledged and ratified by the Directors of the Association.

b.4 Board Performance

- General discussion around Code of Conduct and recognizing Chain of Command in committees and around the Board table.
- It has been agreed to that any Board conduct issues will be discussed in a constructive manner at the Board table. Clauses will be added to Policy 2.3.

b.5 HI-C NAGM Motions

- A. McLean provided background around the motions and agenda for the NAGM June 14, 2009.
- Discussion around election process, candidates and weighted vote.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board endorses and directs the delegate or alternate to vote in support of the agenda items as outlined in the Draft Agenda issued in package 3 of 4 for the NAGM, is hereby acknowledged and ratified by the Directors of the Association.

b.6 Building Names

- P. Nietresta reported that the Ownership Linkage Committee reviewed this item and recommend that the Board should be involved in naming of buildings.
- Board agreed this to be included in Policy 4.12. which provides limitation for Operations to conduct review and proposed naming.

b.7 Asset Transfer

- Margaret Mason, legal counsel, of Bull Houser Tupper was introduced to the Board.
- M. Mason had prepared the April 28, 2009 document in response to the questions from the Board regarding issues around transfer of assets.
- M. Mason reviewed the letter April 28, 2009 letter with the Board and responded to questions.
- Discussion around new Federal regulations currently in third reading and the pending revisions to the BC Society Act.
- Legal Counsel has been requested to investigate dba names for the three asset holding associations and produce a one page briefing note for the AGM and Townhall meetings.

b.8 Board Improvement Plan

- W. Amundson presented a draft Board Improvement Plan for discussion.

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- Discussion around plan and webinar process. AXI requested to provide cost of producing webinars to CEO and setup first webinar in June 2009.

b.9 Board Retreat

- P. Nietresta reviewed document handed out regarding a possible September Board Retreat.
- It was agreed that September 11-13 date is confirmed for a retreat within the general framework of the proposal that was circulated.

b.10 Approval of the Combined Audited Financial Statements for the Year ending March 31, 2009

- J. Azpiri and A. McLean provided a report of the Financial Statements and audit meeting with KPMG, and that there were no recommendations from the auditors and they were very pleased with staff responses.
- A. Mclean provided some background from Directors questions on the new depreciation method to standardize methods from the merger with HI-NA, the accounting of the sale and purchase of hostels in Whistler and process for receiving and recording of possible future grants.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: that the combined financial statements of True North Hostelling Association, operating as Hostelling International – Canada – Pacific Mountain Region, for the year ending March 31, 2009 are approved and approved for presentation to the membership at the 2009 AGM, is hereby acknowledged and ratified by the Directors of the Association.

c) Executive Limitations

c.1 End 1.1.3 to become a Limitation

- P. Nietresta advised that the work group feels it will be located in policy 4.12 and thus will be packaged and brought back to the Board in the new draft policy 4.12 for consideration at the October 2009 Board meeting.

d) Board-CEO Relationship

d.1 CEO Incentive Recommendation (In-Camera)

- Board met in camera to discuss committee CEO Incentive recommendation.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the CEO Incentive as recommended by the CEO Review Committee, is hereby acknowledged and ratified by the Directors of the Association.

8. Monitoring CEO Performance (Ends and Executive Limitations)

8.1 External Monitoring

- A. Campbell provided a summary of the external monitoring the Board had KPMG and several Board members undertake on behalf of the Board and the results from that monitoring.
- J. Azpiri reported on KPMG requested external monitoring on cheque processing of invoices. Audit Committee requested KPMG to carry out a 2nd verification on an additional 30 cheques which J. Azpiri reported were all as per policy.
- J. Azpiri reported that KPMG confirmed that all investments are as per Board policy.
- A. Campbell reported that the monitoring on the employee handbook and crisis communication plan were as per policy. Monitoring was carried out by Board members at Edmonton, Calgary, and Vancouver hostels, the Regional Office in Vancouver and the Association's Edmonton office.
- C. Johnson reported that she verified with HI-C that they are not aware of any areas that HI-PM Region is in contravention of HI-C Bylaws.

ON A MOTION DULY MADE, carried unanimously

BE IT RESOLVED THAT: the Board accepts the external monitoring report from KPMG for policies 4.3.2, 4.5.3 and 4.5.4 indicating the CEO is in compliance with these policies, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously

BE IT RESOLVED THAT: the Board accepts the direct inspection monitoring report conducted by A. Campbell, P. Nietresta and J. Mintoft for policies 4.5.6, and 4.8.2 indicating the CEO is in compliance with these policies, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously

BE IT RESOLVED THAT: the Board accepts the direct inspection monitoring report conducted by C. Johnson for policies 4.11.1 and 4.11.2 indicating the CEO is in compliance with these policies, is hereby acknowledged and ratified by the Directors of the Association.

9. Monitoring Board Performance

9.1 Acceptance of Section 3.1 to 3.7 Monitoring Report

- A. Campbell provided background to the report.

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- 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 October board meeting - policies 3.4.3 and 3.5
 - A. Mclean to provide feedback to the Board Chair on development provision in employment contract.
 - Discussion around annual CEO evaluation. AXI requested to assist in setting up a process.

9.2 Board Peer Survey

- W. Amundson discussed process and outcome of Board Peer Survey.
- Short discussion about process and feedback provided by others.
- Possible section could be added on some self reflection.
- If any Board member wants to discuss results they can approach AXI to discuss.
- It was agreed that a Board survey will be carried out again next year.
- It was also agreed that AXI will carry out exit interviews for those Board members leaving at the end of the Board year.

10. Information Requested by the Board

10.1 Board Budget Update

- A. Mclean reviewed the Board budget to the end of March.
- Short discussion on 2009/10 budget around education.

10.2 New Whistler Hostel Tour

- Bob Baker (Whistler Development Corporation) and A. Mclean provided the Board members a tour of the new Whistler Hostel on Sunday afternoon.

10.3 Robert Bateman Program

- A. McLean advised Board of partnership with Bateman program and HI-Penticton manager was presenting awards at the Kelowna reception.

10.4 Vancouver Foundation

- A. McLean advised that status has changed at foundation due to HI-BC being a non-profit. Annual payments cannot be issued to True North. Operations to advise Vancouver Foundation where funds are to be distributed to.

10.5 Board Awards

- Plaques were given to three departing Board Members – Jon Azpiri, Jamie Mintoft, and Rosemary Stringer – commemorating their contributions to HI-PM Region. A fourth plaque is being sent to Craig Brown.

11. Self-evaluation of governance process at this meeting

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

12. Adjournment

The meeting was adjourned at 11:10am PDT Sunday, May 24, 2009

Chair

Secretary