



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE:	Saturday April 19 & Sunday April 20, 2008		
TIME:	April 19 8:45am to 5:00pm MDT April 20 9:00am to 3:00pm MDT		
PLACE:	HI-Kananaskis - Kananaskis, AB		
PRESENT:	Claire Johnson	Chair	
	Alastair Campbell	Vice Chair Saturday only	
	Mark Sowinski	Vice Chair	
	Jon Azpiri	Director	
	Jamie Mintoft	Director	
	Rosemary Stringer	Director	
	Peter Nietresta	Director	
	Brian Kelly	Director	
REGRETS:	Craig Brown	Director	
STAFF:	Alistair McLean	CEO	
CONSULTANTS:	Robin Robertson	AXI	Saturday Only
	Wayne Amundson	AXI	Saturday Only
RECORDER:	Alistair McLean	CEO	

1. Call to order

The meeting was called to order at 8:45am MDT

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 Bylaws.

4. Adoption of minutes of last meeting

4.1 February 09 & 10, 2008 Board Meeting

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the minutes dated February 09 & 10, 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

- W. Amundson provided a history, education and update of the Ownership Linkage project along with new project proposal.
- A work group (Rosemary Stringer, Mark Sowinski, Peter Nietresta) was formed to coordinate project with AXI.

6. Board Education

6.1 Hostel Tour (Sunday April 20)

- Hostel tour conducted of Castle and Mosquito wilderness hostels and the Lake Louise Alpine Centre.

7. Items for Decision

a) Ends

a.1 Maritimes Region Update

- A. McLean provided an update and advised that he will be following up with the HI-Nova Scotia president at the June HI-C NAGM.

b) Governance Process

b.1 Board Calendar

- C. Johnson and A. Campbell provided background and presented a new draft board calendar for discussion purposes.
- Calendar reviewed and accepted with minor additions and adjustments.

b.2 Committee Reports

b.2.1 Nominations Committee

- A. McLean advised that there will be a contested election. There will be five candidates running for four director positions.
- A. McLean reviewed election mailout materials.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the 2008 AGM and Election materials are approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

b.2.2 Audit Committee

- J. Azpiri advised that the Audit Committee has not met since the last Board meeting. Audit schedule is on target and have scheduled a meeting with the auditors to review the draft audited statements in late May.

b.2.3 Governance Committee

- Committee completed monitoring of Policy Manual Section 2.1 to 2.6.
- Committee commenced work on policies 3.3, 3.5, 3.6 & 3.7 which will be addressed later in the meeting.
- There was a discussion around the review of the old HI-NA policy manual with the current HI-PM Region policies. W. Amundson to meet with P. Nietresta and B. Kelly to compare policies and the outcome reviewed with the Governance Committee and a potential package brought to the Board in October 2008 for consideration.

b.2.4 CEO Review Committee

- Initial work is underway for CEO feedback.
- It was agreed to change the committee name to the CEO Relationship Committee and assign the committee to implement policy 3.6.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the name of the CEO Review Committee be changed to the CEO Relationship Committee and the Board assigns the implementation of the Policy Manual Section 3 Board work to this committee as required, is hereby acknowledged and ratified by the Directors of the Association.

b.3 Lake Louise Dividend Payout

- A. McLean reviewed the background sheet provided and discussion was held around future payout.
- It was agreed that the representatives propose a combination of items 2, 3, & 4 of the alternatives provided.

b.4 Lake Louise Board Appointment

- A. McLean advised that the Board is required to appoint three members to the Lake Louise Alpine Centre Board.
- There was a discussion around the current appointments.

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- The Board delegated to the CEO to review process with legal counsel and obtain a written opinion for the board.

b.5 NAGM Delegate Appointment

- C. Johnson advised that we are required to appoint a delegate to the HI-C NAGM.
- Short discussion around HI-C Board candidates and the request to send a third board member (P. Nietresta) this year due to the recent merger of HI-NA with HI-PM Region so that he can answer any direct questions.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board nominates Claire Johnson as delegate, and Alastair Campbell as alternate/observer, and Peter Nietresta as observer, for the HI-C-PM Region at the 2008 HI-C NAGM being held in Winnipeg on June 8, 2008 (or re-scheduled date), is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: HI-C-PM Region endorses and directs the delegate or alternate to vote in support of the proposed agenda items as outlined in the Notice of Meeting dated March 7, 2008, is hereby acknowledged and ratified by the Directors of the Association.

b.6 Board Due Diligence Policy

- M. Sowinski provided background to the proposal provided in the board package.
- W. Amundson provided an education session around the process and policy.
- A discussion took place around the proposal.
- The Board agreed to have a checklist created for an approval process for major projects.

c) **Executive Limitations**

- No items covered

d) **Board-CEO Relationship**

d.1 Board-CEO Relationship Policy 3.3, 3.5, 3.6 & 3.7

- A. Campbell and W. Amundson reviewed the policies and a discussions ensued.
- A. McLean and W. Amundson to complete further work on Ends monitoring.

8. Monitoring CEO Performance

8.1 Executive Compliance

- A. Mclean advised the CEO has no areas that he knows of that are in non-compliance.

9. Monitoring Board Performance

9.1 Annual Board Performance Review Process

- This work has now been covered under the monitoring of the Section two policies.

9.2 Board Compliance

- A. McLean advised that the CEO is not aware of any areas that the Board is in non-compliance.

9.3 Monitoring Section 2 Policies 2.1 to 2.6

- A. Campbell presented the results of Section 2 Policies 2.1 to 2.6 of the Board Policy Manual.
- It was determined that the following polices need to be reviewed in the future.
2.3.10.1; 2.3.13; 2.4.2.6; 2.4.3; 2.5.2; 2.6.4
- Governance Committee to complete monitoring for policies 2.7 to 2.12 for May teleconference call.

10. Information Requested by the Board

10.1 Board Budget Update

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

10.2 NA Merger – Operations Stage

- A. McLean provided a short update on the operations activities since the commencement of merger of operations on April 1, 2008.

10.3 Whistler Project

- A. Mclean provided update on the new Whistler Hostel project contract. A guaranteed fixed price has been agreed to.

11. Self-evaluation of governance process at this meeting

- Board reviewed results of the past meetings and discussed format of evaluation at the start of the board meeting.
- Highly Effective meeting question numbering to be reversed and past results updated.
- Discussion on AXI services.
- Report form to be reviewed in the future.
- Summary and evaluation completed.

12. Adjournment

The meeting was adjourned at 4:30pm MDT Saturday April 19, 2008.

Chair

Secretary