



**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 October 18 & Sunday October 19, 2008	
<b>TIME:</b>	October 18 8:45am to 5:00pm MDT October 19 9:00am to 3:00pm MDT	
<b>PLACE:</b>	HI-Edmonton - Edmonton, AB	
<b>PRESENT:</b>	Claire Johnson	Chair
	Alastair Campbell	Vice Chair
	Peter Nietresta	Vice Chair
	Jon Azpiri	Director
	Alexandra Gunn	Director
	Brian Kelly	Director
	Jamie Mintoft	Director
	Rosemary Stringer	Director
	Mark Sowinski	Director
<b>REGRETS:</b>	Craig Brown	Director
<b>STAFF:</b>	Alistair McLean	CEO
<b>CONSULTANTS:</b>	Wayne Amundson	AXI
<b>RECORDER:</b>	Alistair McLean	CEO

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**1. Call to order**

The meeting was called to order at 8:55am MDT

**2. Adoption of Agenda**

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

**BE IT RESOLVED THAT:** the approval of the agenda as amended adding item 10.7 HI-NA Merger Update 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.

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#### **4. Adoption of minutes of last meeting**

##### **4.1 June 17, 2008 Board Meeting & June 17, 2008 AGM minutes**

- M. Sowinski to be added to Audit Committee.

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

**BE IT RESOLVED THAT:** the Board minutes dated June 17, 2008 are approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

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

**BE IT RESOLVED THAT:** the AGM minutes dated June 17, 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**

- P. Nietresta updated the board on the workgroup meetings, member sessions in Vancouver, Edmonton and Calgary and the web survey.
- Approximately 170 web surveys completed.
- Board members provided feedback on the process that was used at the member sessions.
- Discussion around next steps. One day session will be planned around January board meeting.

#### **6. Board Education**

##### **6.1 360 Degree Feedback Process**

- W. Amundson presented information and background on 360 Degree Feedback process for the CEO.
- Short discussion around process.
- Board requested AXI to proceed with this project. W. Amundson to provide costing to Board Chair.

#### **7. Items for Decision**

##### **a) Ends**

##### **a.1 Lake Louise Dividend Payout & Loan**

- A. McLean provided an update and advised that the Lake Louise Board approved the annual \$100,000 dividend payout and a special \$50,000 dividend payout both due October 1, 2008.
- A. McLean advised there was also an additional \$50,000 pay down on the loan at renewal time this past July approved by the Board.

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## **b) Governance Process**

### **b.1 Board Calendar**

- A. Campbell reviewed the future meetings
- May meeting dates changed to May 23/24, 2009
- A. Campbell to revise calendar
- Board education sessions set for January and March meetings.

### **b.2 Committee Reports**

#### **b.2.1 Nominations Committee**

- No report
- W. Amundson advised several members, through the ownership linkage survey, self-identified themselves as potential board members. Since survey was anonymous committee to send out expression of interest e-mail to all survey participants to identify themselves.
- Discussion around this year's process.

#### **b.2.2 Audit Committee**

- J. Azpiri advised committee met and are looking at adding an additional member.

#### **b.2.3 Governance Committee**

- A. Campbell advised committee will be meeting in the near future addressing review of TOR and an upcoming action plan

#### **b.2.4 CEO Review Committee**

- C. Johnson advised this committee has met several times
- AXI has been engaged to conduct 360 Degree Feedback process for CEO.

### **b.3 NAGM Report**

- C. Johnson provided an update from the NAGM held in Winnipeg in June. All regional associations finished their operating years with a surplus.

### **b.4 HI-NA Policies Review Update**

- B. Kelly and P. Nietresta completed a comparative review of HI-NA and True North Board policies with the assistance of W. Amundson. B. Kelly provided history and approach around the review.
- B. Kelly provided a list of recommendations for the Board's consideration.
- Board reviewed and amended several policies.

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

**BE IT RESOLVED THAT:** that the Board approves the amendments to the following policies 2.3.12, 4.1, 4.4, 4.12.1, 4.12.2, and 4.12.5, is hereby acknowledged and ratified by the Directors of the Association.

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

**BE IT RESOLVED THAT:** that 4.12 be amended by deleting “Association values and beliefs” and adding “the Board Polices”, is hereby acknowledged and ratified by the Directors of the Association.

b.5 HI-C By-Laws – Voting Structure

- A. McLean provided background around HI-C National structure and issues.
- Board had long discussion around future role of National. Agreed that PM Region would host a meeting with the different regions around this topic.

b.6 CRA Funding Request

- Discussion around HI-C request for additional funds to assist in the legal costs.
- Board decided to assist further, however not beyond the initial Federal Court decision up to a set maximum amount.

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

**BE IT RESOLVED THAT:** the Board approves additional funds up to a maximum of \$5,000 for the CRA legal costs and the Association will not support an appeal beyond the current Federal Court decision or any subsequent tax on assets, is hereby acknowledged and ratified by the Directors of the Association.

b.7 Board Meeting Locations

- C. Johnson raised discussion around purpose and priorities of Board meetings.
- Board finalized future locations for current year.

b.8 Board Confidentiality

- W. Amundson presented a confidentiality policy backgrounder.
- A lengthy discussion was held around information provided.
- Board requested AXI to provide a draft policy for consideration at the January Board meeting.

**c) Executive Limitations**

c.1 Wilderness Closures

- C. Johnson reviewed the request from A. McLean regarding the closure of the Mosquito Creek Hostel as per board policy 4.12.4

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- Board had a discussion around the current policy and it was decided this will be reviewed at a future Board meeting.

**ON A MOTION DULY MADE**, carried. M. Sowinski and P. Nietresta opposed  
**BE IT RESOLVED THAT:** the Board approves that the closure for the Mosquito Creek Hostel as presented, is hereby acknowledged and ratified by the Directors of the Association.

c.2 Cheque Signing Authority

- A. McLean advised the Board of the issues around cheque signing limits.
- There was a discussion around this with two solutions agreed to. 1). Director position be added to cheque signing authority and 2). a Chair, Vice-Chair and/or Director signature is not required for municipal, provincial, and federal mandatory payments as well as any mandatory payment to HI-Canada over \$29,999.99. This amends the board resolution of January 15/16, 2005

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

**BE IT RESOLVED THAT:** the Board approves the addition of a Director as a secondary signing authority for cheque payments above \$29,999.99 and approves that the secondary signature on a cheque above \$29,999.99 of the Chair, Vice-Chair and/or Director is not required for municipal, provincial and federal mandatory payments and for mandatory payments to HI-Canada, is hereby acknowledged and ratified by the Directors of the Association.

**d) Board-CEO Relationship**

- No items covered in this meeting

**8. Monitoring CEO Performance**

8.1 Monitoring CEO Report Ends Statements

- A. Campbell provided consolidated report on monitoring of End statements as provided by the CEO.
- Board reviewed and discussed report at length.

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

**BE IT RESOLVED THAT:** the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Ends Policies 1.1, 1.2. and 1.3, except Mega End, 1.1.2, is hereby acknowledged and ratified by the Directors of the Association.

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

**BE IT RESOLVED THAT:** the monitoring report has been assessed and accepted as providing reasonable interpretation for Ends policy Mega End 1.1.2 and a revised

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evidence report shall be provided at the January Board meeting, is hereby acknowledged and ratified by the Directors of the Association.

## 8.2 CEO Compensation Review

- Board went in camera
- Board approved recommendation of the CEO Review Committee

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

**BE IT RESOLVED THAT:** the Board approves the implementation of Policy 3.4.2.2 to establish the CEO compensation effective on the CEO's 2008 anniversary date., is hereby acknowledged and ratified by the Directors of the Association.

## 9. Monitoring Board Performance

- No items discussed in this meeting.

## 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 Whistler Project

- A. McLean provided a short update on the status of the construction of the new property. Construction is three weeks ahead of schedule with the building now enclosed and wiring and drywalling commenced.
- He also provided an update on the execution of the sale documents on the current hostel.

### 10.3 2010 Update

- A. Mclean provided an update on the reservations for 2010 for the three Vancouver properties. Short discussion followed regarding rates established by operations during the 2010 Olympics.
- A. Mclean advised that we have provided some beds to VANOC for their staff at HI-Jericho property.

### 10.4 2009/10 Operating Budget Parameters

- A. Mclean reviewed the parameters being used for the creation of the 2009/10 operating and capital budgets.

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- Short discussion around current economic crisis.

#### 10.5 75<sup>th</sup> /100<sup>th</sup> Anniversary

- A. Mclean advised about the creation a 75<sup>th</sup> Anniversary hostel book for our region due for completion early spring 2009.
- A. McLean also advised that an event for Bragg Creek is being planned for late June early July 2009.

#### 10.6 Maritimes & Saskatchewan Region Update

- A. Mclean advised he had a discussion with the maritime president at the June NAGM and offered any support needed to the region.
- A. McLean advised he has recently spoken to the Saskatchewan Executive Director and awaits a reply from them.

#### 10.7 HI-NA Merger Update

- P. Nietresta requested update on HI-NA post merger and Director of Partnership's position.
- A. Mclean provided information and advised Director of Partnership's position is growing and being defined monthly. L. Ferguson is becoming more involved.
- A. McLean advised that a review of Travel Shop operations will get into full swing this winter.
- A. McLean advised that all funds allocated by HI-NA to the Jasper Townsite project remain as segregated funds.

#### 10.8 IYHF Board – Vancouver Meeting

- A. Mclean advised that our region is hosting the IYHF Board meeting Nov 7-8 in Vancouver. A small gift will be presented to the board members.
- C. Johnson and A. Mclean will be attending a part of their meeting.

### **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 2:25pm MDT Sunday October 19, 2008.

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Chair

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Secretary