



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE: Saturday, October 27 & Sunday, October 28, 2007

TIME: Oct 27 8:30am to 5:00pm PST
Oct 28 9:00am to 3:00pm PST

PLACE: Westin Hotel, 17th Floor Waterton Room, 320 - 4th Avenue SW
Calgary, Alberta

PRESENT: Claire Johnson Chair
Alastair Campbell Vice Chair
Mark Sowinski Vice Chair
Jamie Mintoft Director
Rosemary Stringer Director

REGRETS: Jon Azpiri Director
Craig Brown Director

STAFF: Alistair McLean CEO

CONSULTANTS: Robin Robertson, RCR Consulting
Wayne Amundson, AXI Consulting (Saturday Only)

RECORDER: Alistair McLean CEO

1. Call to order

Meeting called to order at 8:35am MDT.

2. Adoption of Agenda

- Agenda was adopted as presented

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 June 25, 2007

4.2 June 27, 2007 AGM

4.3 June 27, 2007 Board

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the minutes dated June 25, 2007 as presented, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the Annual General Meeting minutes dated June 27, 2007 as presented, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the minutes dated June 27, 2007 as presented, is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

5.1 Ownership Linkage Project – Update

- Wayne Amundson provided an update on the project and recommended it be delayed until the merger of the HI-NA members.
- Board decided to continue with preparation process.

5.2 Presidents' Call Report

- Claire provided a report of the September 17, 2007 HI-C Presidents' Call.
- Six regions represented and very positive meeting.

5.3 AGM

5.3.1 Review of 2006/07 AGM

- Alistair McLean advised that 33 members and 13 guests pre-registered with 44 members and 13 guests signed in plus Regional Office staff.
- Event went well with no complaints.
- Mark Sowinski brought up recommendation that the Board mingle with members right after AGM before going into the post AGM Board meeting.

5.3.2 2007/08 AGM Date/Location

- Alistair McLean advised that the next meeting is scheduled for Alberta.
- A discussion about location was held.
- It was agreed that the meeting will be held in June 17, 2008 in Calgary.

5.3.3 AGM Rotation

- Short discussion on rotation.
- 3 townhalls with AGM attached to one. Downplay of AGM.
- Calgary (AGM) June; HI-Jericho Beach BBQ July; Edmonton (TBD).

6. Board Education

6.1 MEC Ownership Linkage Presentation

- A presentation was made by Selena McLachlan, Marketing Manager for MEC (via conference call).
- Discussion ensued after presentation around ownership linkage.

6.2 Team Building Exercise

- Robin Robertson provided a team building exercise “Getting to Know Each Other”.

7. Items for Decision

b. Governance Process

b.1 Committee Reports

b.2.1 Nominations Committee

- Committee has not met
- Short discussion on future needs

b.2.2 Audit Committee

- Nothing to report at this time.

b.2.3 Governance Committee

- Work has been done on policy manual since last face to face board meeting which is covered later in this meeting.

b.2.4 CEO Review Committee

- Nothing to report at this time.
- Conf Call being scheduled to complete CEO annual review.

b.2 Jeff Leung Resignation & Replacement

- Alistair McLean advised that Jeff Leung stepped down from his Director position effective September 06, 2007.
- Short discussion on replacing this position until the June 2008 AGM.
- Vacant position will be left vacant at this time.

b.3 Board Structure After NA Merger

- Discussion around merger and requirement of member vote which is concern by Mark Sowinski.
- Currently three vacant positions – 2 will be filled by HI-NA appointments and one reserved for HI-Sask. No legal requirement to fill.

b.4 Review of Revised Section 2 Policies

- Alastair Campbell introduced changes of the policy manual.
- Wayne Amundson reviewed all the related draft changes.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: that all the changes and amendments to the Board Policy Manual are accepted as presented is hereby acknowledged and ratified by the Directors of the Association.

- Discussion around the posting of the board policy manual on the HI-PM Region website. Decision to post on the website under the board section.

b.5 Next Board Meeting

- Discussion on date of next board meeting. Alistair McLean advised that the NEB will be meeting in Vancouver Feb 09/10, 2008 and may be appropriate to have our meeting then. This would provide some linkage with the National Board.
- Date set for the next face to face meeting, February 09/10, 2008.
- Tentative conference call scheduled for Tuesday January 15, 2008 at 4:30pm PDT / 5:30pm MDT. Possible conference call will be required in November as well.

b.6 RDT Decisions

- MOU between HI-PM Region and HI-NA reviewed and approved.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the board approves the MOU between HI-PM Region and HI-NA dated October 25, 2007 and directs the Board Chair to proceed signing the document is hereby acknowledged and ratified by the Directors of the Association.

c. Executive Limitations

c.1 Banking Resolution

- Alistair McLean provided background for banking resolution.

ON A MOTION DULY MADE: carried unanimously.

BE IT RESOLVED THAT: The CEO and Chair or Vice-Chair, in the name of True North Hostelling Association dba Hostelling International Pacific Mountain Region, are authorized to execute banking agreements, loan agreements, assignment and postponement of creditors claims and support guarantees in prescribed form, with each of the Canadian Western Bank, Alberta Treasury Branch, Bank of Montreal, Royal Bank of Canada and VanCity Credit Union, is hereby acknowledged and ratified by the Directors of the Association.

- It was approved to amend policy 4.5.3 to add “iv. Van City Credit Union”

c.2 Asset Transfer Update

- Had conference call with Margaret Mason (legal counsel) with Bull Houser Tupper.
- Decided on four different options subject to a call with Alberta Gaming next week.

c.3 Whistler Project Sale & Purchase Approval

- Alistair McLean provided an update on the negotiations with Regional Municipality of Whistler (RMOW) and Whistler Development Corporation (WDC).
- Alistair McLean reviewed MOU between HI-BC, True North, RMOW, and WDC.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval in principal for the CEO to continue discussion on finalizing agreements for the sale of the existing Whistler hostel and the purchase of the new hostel as generally outlined in the MOU dated September 04, 2007, is hereby acknowledged and ratified by the Directors of the Association.

c.4 Wilderness Closure

- Alistair McLean provided an update on the closures for this fall and spring.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the Wilderness Hostels closures for the Fall 2007 and Spring 2008, is hereby acknowledged and ratified by the Directors of the Association.

d. Board-CEO Relationship

d.1 CEO Annual Compensation Review

- Item tabled.

8. Monitoring CEO Performance (Ends and Executive Limitations)

8.1 Policy Limitations Report

- CEO to provide monitoring report on outstanding section 4 policies for the February Board meeting.

9. Monitoring Board Performance

9.1 Board & Executive Relationship Policy Monitoring

- Discussion around future monitoring
- Governance Committee to provide monitoring report on section 3 policies at the February Board meeting.

10. Information Requested by the Board

10.1 Board Budget Update

- Alistair McLean provided an update of the Board budget to the end of September and budget parameters for consideration.
- Claire Johnson to review and provide draft board budget for the 2008/09 operating year.

10.2 Merger Discussions Update

- Alistair McLean provided update on the three merger discussions with HI-NA, HI-Sask., and HI-Manitoba.
- Alistair McLean provided update on National picture.

10.3 Strategic Plan Update

- Alistair McLean reviewed the strategic plan for 2007-2012.
- Board requested a financial projection be provided for the February Board Meeting.

10.4 2008/09 Budget Parameters

- Alistair McLean provided a short presentation on the parameters for the 2008/09 budget process.

10.5 Manitoba Loan

- Alistair McLean advised that the loan of \$6,500 plus interest has been fully repaid.
- Alistair also advised that he visited the new property last week on his way to the Trilateral Meetings.

11. “Nice to Know” Information

11.1 HI-C Branding Project

- Alistair McLean provided a short update on the National branding project.

11.2 IYHF CEO Meeting – Vancouver

- Alistair McLean advised that the meeting is now official and will be held Feb 10/11, 2008 in Vancouver

11.3 Golden Affiliate

- Alistair McLean that the Golden hostel is no longer an affiliate of HI-PM Region. The owners have decided to move upscale and open a restaurant and become a mid-priced hotel.

11.4 Great Places to Work Nomination

- Alistair McLean advised that HI-PM Region has been chosen for nomination as one of Canada’s Great Places to Work. An information package and a confidential survey (on-line or paper) was conducted with the staff and submitted. We will hear of their decision in late December.
- Robin Robertson provided background on the Great Places to Work Institute.
- This is a great employee branding tool as well as learning tool for the Association.

11.4 2010 Update

- Alistair McLean provided update of the operations planning that has been taking place.

12. Self-evaluation of governance process at this meeting

Summary and Evaluation

- Evaluation form completed.

13. Adjournment

Moved by Alastair Campbell.

Meeting Adjourned Sunday October 28, 2007 at 12:45pm

Chair

Secretary