



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE:	Tuesday June 08, 2010	
TIME:	Tuesday 7:00pm PDT	
PLACE:	Conference Call	
PRESENT:	Alastair Campbell	Chair
	Peter Nietresta	Vice Chair
	Brian Kelly	Vice Chair
	Alexandra Gunn	Director connected at 8:05pm
	Lenore Neudorf	Director
	Mark Sowinski	Director
REGRETS:	Cindy Ng	Director
STAFF:	Alistair McLean	CEO
RECORDER:	Alistair McLean	CEO

1. Call to order

The meeting was called to order at 7:06pm PDT.

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 all Directors were in compliance with the Bylaws. However this is the third Board meeting missed by Cindy Ng who is out of the country on vacation, which was known when the conference call was organized.
- A. Campbell advised the Board that Claire Johnson whose term is up at the AGM has resigned effective June 04, 2010 as she is running for election for the HI-C National Board.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board accepts the resignation of Claire Johnson as a Director of the True North Board of Directors effective June 04, 2010 is hereby acknowledged and ratified by the Directors of the Association.

4. Adoption of minutes of last meeting

4.1 May 26, 2010 Conference Call Board Meeting

- Board reviewed minutes with no changes made.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board minutes dated May 26, 2010 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

- Nothing to report under this section.

6. Board Education

- Nothing to report under this section

7. Items for Decision

a) Ends

- Nothing to report at this meeting.

b) Governance Process

b.1 Committee Terms of References

b1.1 Audit Committee

- B. Kelly advised there are no further suggested amendments to the terms. These terms of reference were reviewed recently at the May Board meeting

b.1.2 Governance Committee

- L. Neudorf reviewed the changes recommended by the committee.
- There was a discussion around item c (under Duties) which was deleted.
- It was recommended that the order of the review/monitoring table at the end of each TOR's and polices be reordered.

b.1.3 Ownership Linkage Committee

- P. Nietresta reviewed the changes recommended by the committee.
- The one suggested change was approved.

b.1.4 CEO Relationship Committee

- A. Campbell reviewed the changes recommended by the committee.
- Advised there were no major changes, with direct references to policies incorporated.
- After a discussion item e (under Duties) was deleted.
- CEO Bonus plan is to be added to the October Board agenda for discussion of minor addition/adjustment to the criteria.

b.1.5 Nominating Committee

- P. Nietresta reviewed the changes recommended by the committee.
- There was a discussion on item a & e (under Duties).
- Item f was deleted and item g was slightly reworded.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the amended changes to the Terms of Reference to the CEO Relationship Committee, the Governance Committee, the Nominations Committee and the Ownership Linkage Committee, is hereby acknowledged and ratified by the Directors of the Association.

b.2 NEB Board Nominations

- A. Campbell provided an update of the NEB election at the HI-C NAGM.
- Short discussion around the direction to be taken. Board direction was provided to the True North delegate and alternates on the voting process of the NEB.

Alexandra Gunn joined the conference call at this time.

b.3 HI-C EMAHC Revised Motion

- A. Campbell provided an update on the EMAHC Steering Committee conference call earlier this evening.
- The committee has agreed to the proposed amendment that HI-PM Region made to their motion parts A & B. There is however still disagreement on the implementation stage.

c) Executive Limitations

- Nothing to report in this section.

d) Board-CEO Relationship

- Nothing to report in this section.

8. Monitoring CEO Performance (Ends and Executive Limitations)

- Nothing to report in this section.

9. Monitoring Board Performance

- Nothing to report in this section.

10. Information Requested by the Board

- A. McLean provided an update on the closure of the Travel Shop in Edmonton and interest in the sale of the building.

11. Self-evaluation of governance process at this meeting

- Nothing to report in this section.

12. Adjournment

Meeting was adjourned at 8:15pm PDT Tuesday June 08, 2010.

Chair

Secretary