



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE: Saturday February 06, 2010
Sunday February 07, 2010

TIME: Saturday 8:30am to 5:00pm MST
Sunday 9:00am to 3:00pm MST

PLACE: HI-Edmonton, Edmonton, Alberta

PRESENT:

Alastair Campbell	Chair
Peter Nietresta	Vice Chair
Brian Kelly	Vice Chair
Alexandra Gunn	Director
Claire Johnson	Director
Lenore Neudorf	Director
Cindy Ng	Director
Mark Sowinski	Director

REGRETS:

CONSULTANTS:

GUESTS:

STAFF: Alistair McLean CEO

RECORDER: Alistair McLean CEO

1. Call to order

The meeting was called to order at 8:34am MST.

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.

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- Need to add in the January conference call to attendance record.

4. Adoption of minutes of last meeting

4.1 Oct 17/18, 2009 Board Meetings

- Discussion around official and web version of October 17/18, 2009 Board minutes.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board minutes dated October 17/18, 2009 are approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

5.1 BIH Sessions Update – Vancouver and Calgary

- P. Nietresta provided an update on the BIH sessions held in Vancouver (12) after the October Board meeting and the December session in Calgary (6).
- Similar session is scheduled after this board meeting in Edmonton (11 signed up).
- Committee will report back to the Board at the March Board meeting.
- Once the report is finalized and potential actions identified there is a need to report back to the members re the feedback received and results.
- Committee has also identified potential future Board members at these sessions.

6. Board Education

6.1 HI-PM Region/NEB Joint Sessions

- A. Campbell reviewed the setup and purpose of the two joint sessions over the weekend with the NEB
- During the sessions the True North Board will be bringing forward ideas on how interaction could be further enhanced between National and the Regions.
- Each of the three papers being presented to the National Board were reviewed, discussed and Board member presenting identified.

7. Items for Decision

a) Ends

- Nothing to report at this meeting

b) Governance Process

b.1 Board Calendar

- A. Campbell reviewed the calendar dated, January 21, 2010.
- P. Nietresta and Cindy Ng have agreed they will start planning for the September Board retreat and report back to the Board.

b.2 Committee Related Decisions

b.2.1 Nomination Process/Documents

- C. Johnson advised the Nomination documents have been updated and reviewed them with the Board. Several suggestions were made for the final version.
- C. Johnson to finalize revised documents with J. Brennan.
- Discussion around Board renewal and governance experience for future Board candidates. Nominating Committee to carry out interviews of potential candidates.

b.3 Board Budget 2010/11

- B. Kelly, Chair of Audit Committee, presented the Board budget for 2010/11.
- Discussion around approval process for funds needed by a Board committee to engage an external consultant. Board Committees to obtain approval of funds from Board Chair prior to engaging external consultant.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board Budget for 2010/11 is approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

b.4 Annual Report

- P. Nietresta reviewed information provided in the Board package regarding possible additional information to be included in the 2010 Annual Report.
- Discussion around Peter's proposal.
- Agreed that Board articles will be added in this year's Annual Report around Board/Committee work and special projects. Board to provide articles by May 21, 2010.

b.5 Board Minutes of HI-BC/SAHA/NA

- P. Nietresta raised question about whether and how minutes from the HI-BC/SAHA/NA should be reported to the members.
- Board agreed that the minutes from these entities will be posted on the web going forward.
- B. Kelly pointed out that an introductory statement to clarify purposes of these entities may need to be added.

b.6 Annual Education Plan

- Discussion around needs and wants for an Annual True North Board Education plan.
- Governance Committee to provide draft plan for review at March Board meeting.
- Board members to submit ideas to Governance Committee Chair.

b.7 HI-C Ends Measurement Ad Hoc Committee

- A. Campbell provided an update on status of Phase 2 of this National Work Group.
- Discussion around the “Difference Text”. Several comments provided to A. Campbell for feedback to the National EMAHC work group.
- Names of Board/staff/moral owners to be provided to EMAHC for on-line survey.

b.8 HI-C President’s Calls

- A. Campbell provided information on the past two Presidents’ calls and updates on each Region.

b.9 AGM/Townhall Locations and Dates

- C. Johnson provided update on AGM. Committee starting to discuss possible ways to increase turnout.
- Nominating Committee to finalize with Regional Office staff.
- Tentative dates for townhall meetings advised – Sept 28/10 Calgary; Sept 29/10 Edmonton.

b.10 KPMG Audit Fees Approval

- B. Kelly reviewed Audit Committee recommendation provided in Board package.
- Advised Association auditor had kept their fees the same as last year.
- B. Kelly provided an update on the audit RFP process for the 2010/11 fiscal year.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the audit fees for the auditors, KPMG, as presented by the Audit Committee for the fiscal year ending March 31, 2010, is hereby acknowledged and ratified by the Directors of the Association.

b.11 HI-C National Bylaws

- A. Campbell presented draft bylaw from HI-C following True North's request for a change.
- Board was in agreement with draft bylaw and A. Campbell will advise the NEB for presentation at the 2010 NAGM.

c) Executive Limitations

c.1 5 Year Strategic Plan

- The Board received the current 5 Year Strategic Plan for the Association from A. Mclean.
- Discussion around format and references to ends.
- A. McLean to update spreadsheet to reference ends for March Meeting.

c.2 2010-11 PM Region Operating and Capital Budgets

- The Board received the 2010/11 Operating and Capital Budgets from A. McLean
- Several questions and explanations around budget revenues and expenses, cash flows, capital projects and the new Whistler project.

d) Board-CEO Relationship

- Nothing to report under this section.

8. Monitoring CEO Performance (Ends and Executive Limitations)

8.1 Acceptance of Section Monitoring Report 4.5.2

- L. Neudorf advised the Governance Committee had met on several occasions to discuss draft reports provided by CEO. Committee has been working with AXI.
- Latest version provided following discussion with AXI and association Auditors.
- Discussion around level of detail in monitoring report.
- Agreement amongst Board that A. Mclean will provide three additional polices for monitoring for the March Board meeting.
- A. Mclean to complete the section on Association Assets in the policy 4.5.2 monitoring report.

9. Monitoring Board Performance

9.1 Acceptance of Section 2 Monitoring Report

- L. Neudorf reviewed those policies that were identified as requiring further follow up from monitoring process.
- The following policies will be reviewed at the March meeting – policies 2.2.3; 2.4.4.3; 2.9.6
- Discussion around the process and future process.
- Discussion around timing and new process of collecting data

10. Information Requested by the Board

10.1 Board Budget Update

- A. McLean provided update on the Board Budget.
- A. McLean to report back on the details of Special Projects

10.2 Parks Canada Update

- A. McLean advised that he and Liz Ferguson met separately with each of the three Parks Canada Superintendents two weeks ago.
- We were well received and they were encouraged and provided with their support for our new educational and aboriginal initiatives.

11. Self-evaluation of governance process at this meeting

11.1 Summary and Evaluation

- Board reviewed evaluation results from October 17/18, 2009 meeting.
- Forms were completed by Board members.

12. Adjournment

Saturday Feb 06 meeting adjourned at 2:17pm for a joint meeting with the NEB and reconvened at 11:45am Feb 07, 2010.

Meeting was adjourned at 3:00pm MST Sunday February 07, 2010.

Chair

Secretary