



**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 March 27, 2010 Sunday March 28, 2010
<b>TIME:</b>	Saturday 8:30am to 5:00pm MDT Sunday 9:00am to 12:00pm MDT
<b>PLACE:</b>	Calgary Telus Convention Centre, Calgary, Alberta
<b>PRESENT:</b>	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
<b>REGRETS:</b>	
<b>CONSULTANTS:</b>	Wayne Amundson            Saturday Only
<b>GUESTS:</b>	
<b>STAFF:</b>	Alistair McLean            CEO
<b>RECORDER:</b>	Alistair McLean            CEO

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**1. Call to order**

The meeting was called to order at 8:40am 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.

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### 3. Attendance

- A. Mclean advised all Directors were in compliance with the Bylaws.

### 4. Adoption of minutes of last meeting

#### 4.1 January 20 and February 06/07, 2010 Board Meetings

- Board reviewed minutes with no changes made.

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

**BE IT RESOLVED THAT:** the Board minutes dated January 20, 2010 are approved 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 Board minutes dated February 06/07, 2010 are approved as presented, 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, Calgary, Edmonton and the conference call for Red Deer Area members.
- P. Nietresta presented the draft report resulting from the four sessions.
- Discussion around the report.
- The Governance Committee will take the BIH report and review the Ends in light of the report and provide any recommendations to the Ends policies at the May Board meeting.
- In future owner engagements suggested to take the concept of the End rather than the actual End for discussion.
- Board thanked the committee for their work on this special project.

### 6. Board Education

#### 6.1 Board Retreat Update

- P. Nietresta provided an update on the planning for the September Board retreat to be held after the True North 2010 AGM.
- Final trip plan and agenda items to be finalized. Meetings to be held on Vancouver Island.

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## 6.2 Annual Board Education Plan

- L. Neudorf provided an update on the planning.
- Governance Committee to provide a draft education plan for discussion at the September Board retreat.

### a) Ends

- Nothing to report at this meeting.

### b) Governance Process

#### b.1 Board Calendar

- A. Campbell reviewed the calendar dated, February 17, 2010.
- Date for fall meeting set for October 30/31 in Edmonton.

#### b.2 Committee Related Decisions

##### b.2.1 Board Slate

- C. Johnson advised two people have completed nominations papers with an additional one to come. Currently one incumbent rerunning, two stepping down when term completes at AGM.
- If there is an 8 person Board then an election will occur.
- Board will consist of 8 Board members for the 2010/11 Board year.

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

**BE IT RESOLVED THAT:** the Board of Directors be comprised of a maximum of 8 Director positions for the board year 2010/11, is hereby acknowledged and ratified by the Directors of the Association.

##### b.2.2 Audit RFP Recommendation

- B. Kelly provided background of process followed for Auditor RFP.
- Reviewed report that the committee submitted.
- B. Kelly proposed that we develop a formal policy around auditor review. Agreed the Audit Committee will bring forward a draft policy to the Board at the May 2010 Board meeting.

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

**BE IT RESOLVED THAT:** the Board approved the Audit Committee recommendation for the Association's auditor for the 2011-12 financial year for presentation to the membership at the 2010 AGM, is hereby acknowledged and ratified by the Directors of the Association.

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### b.3 Fall Board Meeting

- A. Campbell advised that there are two dates for the fall Board meeting, October 30/31 or November 06/07, 2010.
- Discussion around the two dates with October 30/31 being chosen and the meeting to be in Edmonton.
- Updated Board calendar to be issued.

### b.4 HI-C EMAHC Update

- There was a conference call with Barbara Raye and Larry Derkach of the EMAHC committee to provide feedback on their draft report, "Difference We Make".
- Discussion around "Ends" and how this "Difference We Make" fit together or do not and how NEB Ends are created and applied. Our concerns and thoughts to be brought back to the NEB by Larry Derkach by their next meeting.
- Comments provided on the text.

### b.5 HI-C Presidents' Call Update

- A. Campbell provided an update from the March 23, 2010 Presidents' call and their regional reports.
- Short discussion around HST issue in BC.

### b.6 Select HI-C NAGM Delegate and Alternate

- A. McLean advised that each year the Board must appoint a delegate and alternate for the annual HI-C NAGM. This year the meeting is the weekend of June 12/13, 2010 in Ottawa. In the past the Board Chair and a Vice-Chair have normally been the ones appointed.
- An alternate is appointed in case the delegate becomes sick or suddenly is unable to make it at the last minute.
- Short discussion around roles of the delegate/alternate at the meeting and whether two or three Board members should attend.
- A. Campbell advised that regions need to provide any motions for the NAGM by May 14, 2010. Short discussion around potential motions that True North could propose.
- Lengthy discussion around long-term growth and sustainability of hostelling in Canada and HI-C organization functions. A. Campbell to approach NEB President re this subject to be discussed at their April Board meeting.

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- Discussion around membership on the NEB. This June there are four positions up for election. Governance Committee to discuss and provide potential candidates.
  - A. McLean to provide Governance Committee Chair resumes of current NEB Directors.

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

**BE IT RESOLVED THAT:** the Board nominates Alastair Campbell as delegate, and Peter Nietresta as alternate/observer and Brian Kelly or Lenore Neudorf as second alternate/observer for the HI-C-PM Region at the 2010 HI-C NAGM being held in Ottawa on June 13, 2010 (or re-scheduled date), is hereby acknowledged and ratified by the Directors of the Association.

b.7 Policy 4.12 Review

- M. Sowinski provided a background around the hostel closure issue. Advised the change in direction from limitations on closure to real outcome the Board wants, which is usage.
- A proposal to add a sub policy to End was provided for discussion and will reviewed with ends at May Board meeting.

b.8 Major Asset Purchases

- B. Kelly reviewed e-mail of March 15, 2010 re placement of new properties into the True North Hostelling Association versus the subsidiary Associations that currently hold True North properties.
- Discussion around different options available for the new Whistler and staff accommodation buildings.
- A. McLean to review issue with Association accountants and report back to the Board.
- Follow up conference call required in April to pass subsequent motions.

**c) Executive Limitations**

- Nothing to report at this meeting

**d) Board-CEO Relationship**

- Nothing to report under this section.

**7. Monitoring CEO Performance (Ends and Executive Limitations)**

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### 8.1 Acceptance of Section Monitoring Policy 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.
- A. Mclean provided the Committee a final version as requested for monitoring.

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

**BE IT RESOLVED THAT:** the Board accepted the monitoring of policy 4.5.2 as presented by the CEO, is hereby acknowledged and ratified by the Directors of the Association.

### 8.2 Acceptance of Section Monitoring Policies 4.2, 4.6, 4.9, 4.10 & 4.11

- L. Neudorf advised the Governance Committee discussed the monitoring of the Executive limitations and proposed that instead of reviewing policies in small groups as previously proposed that the Committee want to wait until all monitoring reports are completed for section 4 and review them all at once.
- Item tabled until future Board meeting when reports are completed.

### 8.3 Acceptance of Ends Monitoring Report

- L. Neudorf advised the Governance Committee had met on several occasions to discuss draft Ends monitoring reports provided by CEO.
- Each monitoring report was reviewed and comments provided for potential present and future changes.

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

**BE IT RESOLVED THAT:** the Board accepts the monitoring of the Ends policies 1, 2, and 3 as presented by the CEO with modifications as discussed, is hereby acknowledged and ratified by the Directors of the Association.

## 8. Monitoring Board Performance

### 9.1 Review of Policies 2.2.3, 2.4.4.3, 2.7.3 and 2.9.6

- L. Neudorf advised the above policies were identified as requiring further follow up from the monitoring process at the last meeting.
- The Governance Committee met and discussed the policies and provided recommendations for new wording provided in the Board package.
- Discussion around the proposals with amendments being made.

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

**BE IT RESOLVED THAT:** the Board approves the revised Board policies 2.2.3, 2.4.4.3, 2.7.3 and 2.9.6 as amended, is hereby acknowledged and ratified by the Directors of the Association.

**9. Information Requested by the Board**

10.1 Board Budget Update

- A. McLean provided update on the Board Budget.

**10. Self-evaluation of governance process at this meeting**

11.1 Summary and Evaluation

- Board reviewed evaluation results from February 06/07, 2010 meeting.
- Forms were completed by Board members.

**11. Adjournment**

Meeting was adjourned at 12:00pm MDT Sunday March 28, 2010.

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Chair

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Secretary