



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 21 & Sunday, October 22, 2006	
TIME:	October 21 8:30am to 5:00pm MDT October 22 9:00am to 3:00pm MDT	
PLACE:	Calgary, Alberta – Inglewood Bird Sanctuary & Nature Centre 2425 9 th Ave. SE	
PRESENT:	Jeff Leung	Chair
	Claire Johnson	Vice Chair
	Mark Sowinski	Vice Chair
	Jon Azpiri	Director
	Craig Brown	Director
	Bob West	Director
REGRETS:	Alastair Campbell	Director
	Kate Rosen	Director
STAFF:	Alistair McLean	CEO
CONSULTANTS:	Wayne Amundson	AXI
	Robin Robertson	AXI
RECORDER:	Alistair McLean	CEO

1. Call to order

Meeting called to order at 8:50am

2. Adoption of Agenda

- Short discussion around new agenda format.

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

- All directors in compliance with bylaws.

4. Adoption of minutes of last meeting

- Minutes of June 17, 2006 - no changes.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the minutes dated June 17, 2006 as presented, is hereby acknowledged and ratified by the Directors of the Association.

- Minutes of June 18, 2006 - no changes.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the minutes dated June 18, 2006 as presented, is hereby acknowledged and ratified by the Directors of the Association.

- Minutes of September 19, 2006 - no changes.
- Discussion on 7.C.1 regarding vote. Item to be reviewed on this meeting's agenda.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the minutes dated September 19, 2006 as presented, with decision 7.C.1 to be reviewed by the board at the October 21/22 meeting, is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

- Lengthy discussion around who are the Association's moral owners and linkage policy with owners.
- Discussion on proposal of linkage with owners and the goals for 2006/07.
- Suggestion to add one or two locations in BC for Townhall meetings.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: to adopt the proposed "Linkage With Owners" policy as presented, is hereby acknowledged and ratified by the Directors of the Association.

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- AXI proposal reviewed by Board and consensus on using external consultant (AXI) subject to final detailed proposal and timeline.
 - Working group formed consisting of Jon Azpiri, Mark Sowinski, and Bob West.
 - Working group to request a more detailed proposal and timeline from AXI.

6. Board Education

- AXI presented 3 Board education sessions.
- Robb Cryder provided a presentation on HI-C Quality Assurance Standards.

7. Items for Decision

a. Ends

a.1 Ends Statement Review

- AXI presented new draft End Statements for Board consideration.
- Lengthy discussion around the different statements.
- Minor amendments made to proposed End Statements.

ON A MOTION DULY MADE, defeated with the understanding that during the “Linkage With Owners” discussions this item will be monitored. Two for – Mark Sowinski, Bob West.

BE IT RESOLVED THAT: proposed End Policy 2.a read “Hostel facilities that encourage interaction, especially with people and nature,” is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried. One opposed – Bob West.

BE IT RESOLVED THAT: the new proposed End Policies are approved as amended, is hereby acknowledged and ratified by the Directors of the Association.

- Discussion around resource allocation based on End Statements. It was agreed that Policy 1 and 2 have higher priority than Policy 3.
- CEO to prepare monitoring report on End #1 for Feb. 10/11, 2007 Board Meeting

a.2 Strategic Plan Update

- Carried forward to future Board meeting.

a.3 Board Ends Policy Monitoring Process

- Wayne Amundson introduced Board Ends Policy Monitoring Process.
- Short discussion around process.
- AXI to provide monitoring tracking template.

b. **Governance Process**

b.1 Board Calendar

- Short discussion on October calendar items.
- Calendar items to be reviewed at future Board meeting.

b.2 Mission/Vision/Values Review

- Agreed to remove Mission/Vision/Value out of Calendar and Policy Manual.

b.3 Board Self Management Policy Monitoring Process

- Carried forward to future Board meeting.

b.4 Committee Terms of Reference Review

- Carried forward to future Board meeting.

b.5 Dashboard Monitoring

- Nothing to report.
- Monitoring process to be incorporated under Ends Review.

b.6 Budget 2007/08 Parameters

- Alistair McLean presented budget parameters for Board information.
- Short discussion on parameters and need of future budget approval by the Board.

b.7 Board Budget 2007/08 Parameters

- Jeff Leung presented budget parameters for Board information.
- Short discussion around continued use of external consultants for the Board.

b.8 2007 AGM Timeline

- Reviewed Nominating Committee's Terms of Reference.
- Recommendation to amend Terms of Reference to include Section 5.3 of Association Bylaws.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: to amend the Duties and Responsibilities of the Nominating Committee in accordance to the General Operating Bylaw no. 1, Section 5.3 and 5.4, is hereby acknowledged and ratified by the Directors of the Association.

b.9 Board Goals for 2007

- Board reviewed goals listed at June 17, 2006 Board meeting.

b.10 Wilderness Hostels

- Discussion on previous Board decision regarding winter closure.
- Discussion around having wilderness hostels open on long weekends.
- Alistair McLean to investigate with association insurance provider any liability issues of volunteers operating wilderness hostels.
- Discussion on revising current Board Policy 4.12.4 and agreed to amend as per the following motion:

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: access shall not be limited to the wilderness hostels on long weekends and closed for longer than 45 days without prior Board approval, is hereby acknowledged and ratified by the Directors of the Association.

c. **Executive Limitations**

c.1 Policy Limitations Report

- Carried forward to future Board meeting.
- Alistair McLean to provide Governance Committee with outstanding policies for their review.

c.2 Executive Constraints

- Carried forward to future Board meeting.

c.3 Asset Transfer Update

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- Alistair McLean provided short update on new BC review of non-profit laws.
 - Decision to review this item when applicable in 2007.

c.4 Board Limitations

- Short discussion around the legality of the Chair being able to vote on a motion.
- It was agreed that the Board will assume the Chair can vote in the event of a tie in motions.
- Board Chair will request interpretation from AXI and legal council on the current Bylaws regarding the above.

d. Board-CEO Relationship

d.1 Board Executive Limitation Policy Monitoring Process

- Carried forward to future Board meeting.

d.2 CEO Base Compensation Review

- Jeff Leung advised that AXI has provided a review guideline to be reviewed by CEO Review Committee.
- Compensation review to be presented at future Board meeting.

8. Monitoring CEO Performance

- Nothing new to report.

9. Monitoring Board Performance

9.1 Second Phase Board Monitoring Results

- Results tabled to next Board meeting for their review.

9.2 Annual Board Performance Review

- Robin Robertson to review and provide proposals to the Board for their consideration.

10. Information Requested by the Board

- No information requests had been made.

11. “Nice to Know” Information

11.1 National Update Restructuring

- Jeff Leung provided update on National partnerships and strategic alliance discussions with Northern Alberta and Manitoba.
- Short discussion around merger talks and priorities regarding future discussions with Northern Alberta.

11.2 Operations – Any nice to know questions regarding operations

- Short discussion.

12. Self-evaluation of governance process at this meeting

Summary and Evaluation

- Members submitted meeting evaluations. Results to be presented at next meeting.

13. Adjournment

Moved by B. West

Meeting adjourned at 2:55pm on Sunday, October 22, 2006

Chair

Secretary