**GSTC Board Meeting**

**Thursday January 13, 2011**

**Meeting Minutes**

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| **PARTICIPANTS** |
| **Board Members** | **Staff** |
| Kelly Bricker | Amos Bien |
| Luigi Cabrini | Catalina Etcheverry |
| Richard Edwards | Erika Harms |
| Leilani Latimer | Liza Agudelo |
| Seleni Matus  | Janice Litchtenwaldt |
| Stephen Noakes |  |
| Fabian Roman |  |
| Ronald Sanabria |  |
| Shannon Stowell |  |
| Mei Zhang |  |

***MINUTES***

1. **Welcoming remarks –** Kelly Bricker

The Chair was pleased to highlight the advances of the GSTC and the renewed interest in the organization as the New Year begins; and noted that there are several exciting activities on the horizon. She thanked everyone for their time, support and commitment, in particular the working groups.

1. **Approval of the minutes of the last Board meeting –** Seleni Matus

Having not received any comments or suggestions for editions, the Meeting Minutes of December 15th were approved. The motion was seconded by Leilani Latimer

The only comment received was from Herbert Hamele with regards to GSTC collaboration with the TS4D project; a project managed by ITC. The TS4D project extends an opportunity to include the GSTC Criteria in the project to eventually map and promote GSTC accredited products while providing market access opportunities to sustainable tourism products. This web tool would be translated into a wide label page on the GSTC website resulting in a cost saving of approximately 100,000 USD. ITC would also manage the web maintenance at no cost to the GSTC. Herbert recommended considering using Destinet as a portal. From the market access perspective, the Board agreed that we are open to working with anyone as long as we can achieve broad dissemination.

A request was made to the Board to confirm that there were no objections to the online voting process for the election of Steve Noakes. There were no objections. The Chair welcomed Steve Noakes as the new Member to the GSTC Board.

1. **Roles and responsibilities of the Board and the Executive Committee –** Kelly Bricker

The Chair took the opportunity to draw attention to the functions of the Board and the Executive Committee and reminded everyone of their roles and responsibilities. In particular, each member has a role to conduct membership outreach. To this end, we recommended:

* Developing a boilerplate for each Board Member that can be used by members at public venues
1. **Amendments to By-laws –** Erika Harms

In order to finalize the By-laws some amendments need to be introduced, in particular related to the accreditation program. Representation of two-thirds of Board members at this meeting allows decisions to move forward.

1. **ARTICLE XI ACCREDITATION PROGRAM**

No language amendments- Article XI has been approved as sent to the Board.

No objections to the proposed amendments.

1. **ARTICLE III MEMBERSHIP, SECTION 2 Categories**:

The Executive Director suggested adding a new category called “supporting businesses” to represent for-profit organizations (e.g. developers, consulting firms, and media) that are not directly tourism or travel businesses but who share an interest in implementing the GSTC criteria.

**The discussion that ensued raised the following question:**

* What is the offering that will be given to the group?

**The Executive Director responded that supporting businesses would benefit as follows:**

* Consulting firms can use the GSTC Criteria as the backbone to their services and benefit from GSTC networking opportunities.
* Developers can use the GSTC criteria as a basis for their hotel development projects.

**Recommendations:**

Simplify the application process and be vigilant and stringent on the follow-up in the management and implementation. If members are not compliant with the application they must leave the GSTC.

Analysis of the difference between profit and non-profit should be made clear independently; some media and Communications organizations may be non-profit.

1. **ARTICLE III MEMBERSHIP, SECTIONS 3 and 4**

Suggestions to reword the language of this article to streamline both sections.

Changes approved by the Board.

1. **ARTICLE V BOARD, SECTION 15 – not approved**

In response to the difficulty of reaching unanimous Board decisions, a suggestion was made to modify the language of this article to eliminate the need for a unanimous decision and add a written consent mechanism that would serve to take action in the event extraordinary meetings could not be organized between Board meetings. The suggested amendment is as follows:

**Action by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if the Directors, individually or collectively, consent in writing to the action. Action by written consent requires a 7 working days period of notice and will require response by 2/3s of the Directors. Action by written consent shall be resolved by simple majority of the quorum unless otherwise stated by the By-laws. Such written consent(s) shall be filed with the minutes of the proceedings of the Board.

Board members requested further clarification of the language and the implications of such amendment; to clarify that this should serve as an exceptional mechanism. The Executive Director is to revise this with the Lawyers and come back to the Board with a recommendation. Motion not approved until revisions are sent to the Board.

**Action required:**

Should action be required between Board Meetings, those actions may be permitted to be taken by the Board without a meeting. Actions needed between meetings. In the event when an action is required between meetings or of purely bureaucratic nature. / Go back to the lawyers with recommended language and the Board will be given 7 days to approve.

1. **Branding guidelines and language –** Richard Edwards

Final branding guidelines and changes to the additional language need Board approval. The final document is not yet ready; the member logo is in the process of being developed. An update will be sent in a couple of weeks.

The member logo will be developed.

1. **Recruitment –** Shannon Stowell

As agreed in the previous meeting, a recruitment matrix was developed and provided to all Board members to log their outreach efforts. This mechanism will avoid any duplication of efforts and tracking of proposed contacts. The Board will be responsible for recruiting 10 members.

Revised membership application will be sent within the next 2 days and proposed membership names should be sent to Secretariat.

**Process to follow for membership outreach:**

Use email to communicate attaching member letter, member application form and 1 pager. Follow-up with a call and a visit where possible.

1. **Five Board seats –** Kelly Bricker

With the approval of the Executive Committee, a proposal was brought forward to the Board with a list of proposed candidates to fill these positions. The rationale being that it is advisable to decide in advance what candidates should be approached first to avoid creating expectations and having to go back to them to deny their nomination. Candidates will be approached by tiers.

**Tier 1**

The first recommendation is to bring a Minister on Board that can relay the message of the GSTC. The Minister of Montenegro has been approached; he is charismatic and has influence with other Ministers. He has connections where the GSTC wishes to become involved such as Cambodia, CR and Egypt.

TUI is the second recommendation as a known business leader in the industry. There is a good supply chain engagement through the Travelife program. Luigi believes that TUI is a good candidate. They conduct several activities but TUIs major brand and identity remain at the helm of its operations.

**Tier 2**

Ghassan AIDI- reelected as Head of IH&RA

Stephan Busch- significant outreach and presentation of the GSTC through speaking opportunities

**Tier 3**

Juan Marco Alvarez- Heads Business Unit at IUCN represents a global organization based in Europe.

Eileen Donnely, Sustainability Director of Virgin

**Suggestions**:

* PATA would be a great asset for the organization given that Asia is a growing market, but the CEO has not been assigned.
* Move IUCN to Tier 1. Ronald Sanabria thinks current representation of NGOs is weak; IUCN would be influential in recruiting other NGOs.Before moving to tier 2, other Ministers should be considered

IUCN has a new tourism strategy and talks about being engaged with the GSTC. Juan Marco has been a recognized leader in Latin America. Salvanatura is a proactive NGO in Central America managing protected areas. Linking businesses with protected areas is important. The importance of connecting business and conservation is important.

**Recommendation**:

* The Executive Director is to put together a document detailing what the process should be and how to proceed with the tiers
* There are excellent candidates for the next Board election. There should be a Ministerial and private sector representation that will have an influx in the supply chain and an actor that will disseminate the GSTC.
* Proceed further with the Ministry of Montenegro and with TUI
* More information is required for IUCN before deciding if it should go as the third option. ED to send this information to the Board.
* The rest of the candidates are more of a go to the Board Election which was agreed by the Board.
1. **In person Board meeting and Annual Membership Council Meeting –** Luigi Cabrini/Erika Harms

At the Washington DC meeting, UNWTO offered to host the annual in person Board meeting, and confirmed this offer during the last Board meeting. A recommendation was brought forward to host the Annual Membership Council meeting back to back with the Board meeting in Spain to minimize travel costs. A request was made to the Board for support in identifying possible sponsors for this event.

**The Board agreed to hold the meeting on 27-30 June in Madrid, Spain. The meeting would last 2.5 days. The 1st day would be dedicated to the Board to discuss strategic issues. This would be followed by 1.5 day meeting for the Membership Council Annual Meeting.** The meeting will beheld in Europe for recruitment and image purposes and as a strategic think tank event to showcase examples around the world where the GSTC is being used and being promoted. There will also be an opportunity to discussion destinations.

 **Follow-up Ideas are required on:**

* Key speakers
* Possibility of awarding early applicants (members) of the criteria to bring attention of the GSTC. This could be done but not related to Accreditation (not yet ready)

**Action:**

Send doodle to receive a response in 7 business days and finalize dates.

1. **Election process of the Board–** Kelly Bricker

In order to ensure a clear transparent election process to fill the four positions for this year a proposed process was brought to the attention of the Board.

Process of the election committee by the beginning of February-

There were no objections to this agenda item. The Board agreed to move forward with the election process.

**Recommendation:** To make the election steps visible in the website

1. **Working groups –** Erika Harms

Names of members for the different working groups were proposed in advance to this meeting. The Executive Director requested everyone to please provide feedback on the proposed names (approving or disapproving). The approval of the Accreditation working group is time sensitive.

There were no objections to the proposed working group candidates.

1. **Events –** Richard Edwards

The GSTC is working on trying to make an impact at the ITB launch event ITB. The Communications Director and Richard are in contact with the organizer of CSR day at ITB. Part of the communication strategy, is to launch the GSTC at an in-person event.

From a communications perspective, PR is not quite enough. ISM has high level contacts in the tourism industry to pull together a group of people at the highest caliber to have a moment to understand what the GSTC is all about.

Leilani cautioned that from an event perspective- if another event could embrace the GSTC we could get the advocacy and guarantee the attendance. Integrating the GSTC into travel through a 2-3 days workshop on the GSTC was suggested.

Richard highlighted that the goal is a media facing event to attract the players. Conde Nast and/or a Travel Leisure, or trade application that would make sense.

1. **Financial update –** Richard Edwards

Financial report is currently under revision; still waiting to get final figures for 2010. An update will be sent to the Board later.

***SUMMARY OF RECOMMENDATIONS***

**ROLES AND RESPONSIBILITIES OF THE BOARD AND THE EXECUTIVE COMMITTEE:**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council was reminded that among the roles and responsibilities of the Board and the Executive Committee, each member has a role to conduct membership outreach:

***BE IT RECOMMENDED*** *to develop a boilerplate for each Board Member that can be used by members at public venues.*

**FIVE BOARD SEATS:**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council was briefed on a proposal approved by the Executive Committee by which potential candidates are to be approached by tiers:

***BE IT RECOMMENDED:***

* *The Executive Director to put together a document detailing what the process should be and how to proceed with the tiers*
* *There should be a Ministerial and private sector representation that will have an influx in the supply chain and an actor that will disseminate the GSTC.*
* *Proceed further with the Ministry of Montenegro and with TUI*
* *More information is required for IUCN before deciding if it should go as the third option. ED to send this information to the Board.*
* *The rest of the candidates are more of a go to the Board Election which was agreed by the Board.*

***SUMMARY OF RESOLUTIONS***

**SELECTION OF NEW BOARD MEMBER:**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council was requested to confirm there were no objections to the online voting process for the election of Steve Noakes:

***BE IT RESOLVED*** *to appoint and welcome Steve Noakes as new Member to the GSTC Board*

**AMENDMENTS TO BY-LAWS:**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council reviewed proposed amendments to By-Laws as presented by the Executive Director:

***BE IT RESOLVED*** *to* *approve proposed amendments to Article XI – Accreditation Program*

***BE IT RECOMMENDED to add a new category called “Supporting Business” to Article II – Memberships, Section 2, taking into consideration the following recommendations:***

* *Simplify the application process and be vigilant and stringent on the follow-up in the management and implementation. If members are not compliant with the application they must leave the GSTC.*
* *Analysis of the difference between profit and non-profit should be made clear independently; some media and Communications organizations may be non-profit.*

***BE IT RESOLVED*** *to* *approve proposed rewording of Sections 3 and 4 of Article III – Memberships, to streamline language*

***BE IT RESOLVED to NOT*** *approve proposed amendments to Article V – Board, Section 15 –Action by Written Consent; further clarification is requested on the language and the implications of such amendment.*  ***Action required:***

* *The Executive Director is to revise proposed language with the Lawyers and come back to the Board with a recommendation. Motion not approved until revisions are sent to the Board*
* *After revisions by the lawyers are provided, the Board will be given seven days to approve*

**RECRUITMENT**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council was presented a recruitment matrix for all Board Members to log outreach efforts:

***BE IT RECOMMENDED*** *that Board Members will be responsible for recruiting 10 members; proposed memberships names should be sent to the Secretariat*

**IN PERSON BOARD MEETING AND ANNUAL MEMBERSHIP COUNCIL MEETING:**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council discussed proposed dates and venues for the 2011 in-person Board and Annual Membership meetings:

***BE IT RESOLVED to:***

* *Hold the meeting on 27-30 June in Madrid, Spain. The meeting would last 2.5 days. The 1st day would be dedicated to the Board to discuss strategic issues. This is to be followed by 1.5 day meeting for the Membership Council Annual Meeting*
* *The meeting will be held in Europe for recruitment and image purposes and as a strategic think tank event to showcase examples around the world where the GSTC is being used and being promoted*

**ELECTION PROCESS OF THE BOARD:**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council reviewed the proposed process to fill the four Board positions for 2011:

***BE IT RESOLVED*** *to move forward with the election process*

***BE IT RECOMMENDED*** *to make the election steps visible in the website*

**WORKIGN GROUPS:**

WHEREAS the Board of Directors of the Global Sustainable Tourism Council reviewed the proposed names to fill out the working groups:

***BE IT RESOLVED*** *to approve the proposed working group candidates*