**GSTC BOARD OF DIRECTORS MEETING**

**Thursday, September 2, 2010**

**Meeting Minutes**

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| **PARTICIPANTS** | |
| **Board Members** | **Staff** |
| Kelly Bricker | Erika Harms |
| Luigi Cabrini | Catalina Etcheverry |
| Charles Arden-Clarke with David Owen |  |
| Leilani Latimer |  |
| Janice Lichtenwaldt |  |
| Herbert Hamele | **Law Firm** |
| Shannon Stowell | Mary K. Clarke- Pearson |
| Herve Houdre |  |
| Mei Zhang |  |
| Ronald Sanabria |  |

***MINUTES***

There was a 2/3 majority of the Board’s participation which constituted a quorum to hold a meeting. As agreed to in the By-laws, when a quorum is present at a meeting, all actions shall be approved by consensus of those present in person or by phone.

The Chair opened the meeting and reviewed the agenda items. These included 2 items:

1. To walk through the revision of the By-laws and to approve the changes; and
2. To define the regions that will be incorporated in the By-laws

The ED and the Board start reviewed the articles of incorporation per section of the By-laws with the input from Mary Clarke-Pearson. In the discussion per article, particular attention is drawn to specific issues and changes recommended by the Board. These are referred to below and resolved changes to the articles are noted subsequently.

**Discussion on Article I : Name**

* **Section 1. Name,** it is recommended to remove mention of “Corporation” to avoid confusion with the use of “GSTC” and other references to the Council’s name.

The Board of Directors resolved to:

* Maintain mention of “Corporation” in **Section 1. Name** because it is legal common practice to include such reference in By-laws.

**Discussion on Article 3 : Membership**

* **Section 3. Membership Requirements :** it is recommended to revise the name of World Tourism Organization from United Nations World Tourism Organization to World Tourism Organization (UNWTO). United Nations only appears in the acronym.
* **Section 4. Category Specific Membership Requirements ; point 7 :** it is recommended to remove the the sentence *in accordance with GSTC’s mission.*
* **Section 4. ;point 1 under Travel and Tourism Industry must :** it is recommended to include environmental, social and cultural performance as a commitment.
* **Section 4. Point 1 under Intergovernmental Organizations should :** it is recommended revise the language in point 1 regarding establishing procurement policies using GSTC. Based on UNEP’s experience, currently working on sustainable procurement, the GSTC should avoid making this a conditionality for IGOs to join.
* **Section 4. Point 2 under Intergovernmental Organizations should:** it is recommended to remove mention of MOUs with IGOs. This was proposed at the August Board Meeting as a mechanism to enable the participation of organizations such as OAS. However, given that UNWTO and UNEP are IGOs sitting on the Board, the inclusion of an MOU as a requirement does not seem legally suitable for IGO Board Members. MOUs can be mentioned in the Operational Manual and removed from the By-laws. A note specifying that an MOU is not applicable to IGO members sitting on the Board can also be noted.
* **Section 4. Point 3 under NGO’s :** it is recommended to remove the requirement to submit a certificate of incorpration/ registration document proving the organization’s legal status. In some countries governments have difficulties issuing this document ; this item may risk holding back members from joining.

The Board of Directors resolved to revise the sections as follows:

* Change the name to World Tourism Organization (UNWTO) in **Section 3. Membership requirements**
* **Section 4. Point 7.** *Not execute activities in such a way that compromises the reputation of GSTC or has a negative impact on GSTC*
* **Section 4. Point 1 under Travel and Tourism Industry must :** Have a genuine commitment to continuous improvement on their social, *environmental and cultural performance*, including active approval and continued commitment at senior management level as demonstrated by a letter of intent signed by a CEO or equivalent decisionmaker;
* **Section 4. Point 1 under Intergovernmental Organizations should:** *Where possible*, establish procurement policies using GSTC.
* **Section 4. Section 4. Point 2 Intergovernmental Organizations should:** Remove mention of MOU in point 2 and create language along the lines of:

*Commitment in disseminating the criteria and participate actively to disseminate information about sustainable tourism and promote relevant criteria.*

* **Section 4. Point 3 under NGO’s should : Point 3 will remain as is** *Hold a certificate of incorporation/registration document, articles of incorporation or other documents showing proof of nonprofit status, granted by the government where the nonprofit is located.* Procedures for handling exceptional cases will be presented in the operational manual.

**Discussion on inserting the Global Regions in the By-laws**

It was recommended to state that the GSTC will be a Global Organization represented by individuals from different regions and to state the regions in the By-laws.

The Board discussed if we should include the regions retaining the UNWTO classification (Africa, East Asia and the Pacific, South Asia, Middle East, Europe and the Americas) or to adopt the recommendation that was brought forward during the Board Meeting in August. The recommendation at the Board Meeting was to divide the Americas into North America (representing USA and Canada) and Latin America/Caribbean; to separate the East Asia and the Pacific, and to include Global as a classification for entities that operate in more than 3 regions of the world.

In the analysis of these proposals, the Board raised the following issues:

* If the Board decides to change the regional classification they must provide a justification that is understood by the wider membership council;
* In a sustainable development context the regions should be divided to consider the different realities within a region. The Americas was particularly referenced as an example.
* If particular regions are divided in sub categories the same consideration should be given to other regions (ie. Africa).
* The Board must consider the implications of mentioning the regions in the By-laws on the procedures set for the election committee for future election procedures.
* The Membership Council should be consulted if the regional classification will be changed.

The Board did not reach consensus on the issue of mentioning the regions in the By-laws or changing the regional classification.

The Board agreed to respond by email to communications regarding the text in the By-laws.

***SUMMARY OF RESOLUTIONS***

**REVISION OF BY-LAWS’ ARTICLES**:

WHEREAS the Board of Directors of the Global Sustainable Tourism Council conducted a revision of the By-Laws of the GSTC, and suggests language changes:

***BE IT RESOLVED to maintain mention of “Corporation” in Article I (Name) Section 1. Name because it is legal common practice to include such reference in By-laws***

***BE IT RESOLVED to*** ***revise sections of Article 3 (Membership) as follows:***

* *Change the name to World Tourism Organization (UNWTO) in Section 3. Membership requirements*
* *Section 4. Point 7. Not execute activities in such a way that compromises the reputation of GSTC or has a negative impact on GSTC*
* *Section 4. Point 1 under Travel and Tourism Industry must : Have a genuine commitment to continuous improvement on their social, environmental and cultural performance, including active approval and continued commitment at senior management level as demonstrated by a letter of intent signed by a CEO or equivalent decision maker;*
* *Section 4. Point 1 under Intergovernmental Organizations should: Where possible, establish procurement policies using GSTC.*
* *Section 4. Section 4. Point 2 Intergovernmental Organizations should: Remove mention of MOU in point 2 and create language along the lines of:*
* *Commitment in disseminating the criteria and participate actively to disseminate information about sustainable tourism and promote relevant criteria.*
* *Section 4. Point 3 under NGO’s should : Point 3 will remain as is Hold a certificate of incorporation/registration document, articles of incorporation or other documents showing proof of nonprofit status, granted by the government where the nonprofit is located. Procedures for handling exceptional cases will be presented in the operational manual*

**DEFINITION OF REGIONS TO BE INCORPORATED IN THE BY-LAWS**:

WHEREAS the Board of Directors of the Global Sustainable Tourism Council discussed the recommendation of including regions of GSTC representation in the By-Laws:

***THE BOARD DID NOT reach consensus on the issue of mentioning the regions in the By-laws***

***THE BOARD AGREED to respond by email to communications regarding the text in the By-laws***