



**WYSE Travel Confederation
Annual General Meeting
15:30 Tuesday, 8 October 2019
Altis Grand Hotel
Lisbon, Portugal**

1. Call to order

The Director General of WYSE Travel Confederation welcomed Members and guests to the Annual General Meeting of WYSE Travel Confederation and the 28th annual World Youth and Student Travel Conference. He introduced Chairman of the Management Board of WYSE Travel Confederation and invited him to address the audience.

2. Introduction of AGM Chairman and Board Members

The Chairperson of the Management Board, Russ Hedge [HI USA], provided background information with regard to his current position as Chairperson of the WYSE Travel Confederation Management Board, which has to do with rules regarding the affiliation of individuals with organisations as the official Members of WYSE Travel Confederation and the Confederation's Board and Panels. Following the resignation of former Chairperson of the Management Board, Jason Merrithew, due to a change in ownership of his company, Russ Hedge was elected at a meeting of Members in Luxembourg in March 2019 as Chairperson of the Management Board.

The Chairperson of the Management Board, who also serves as the Chairperson of the Annual General meeting, appointed the Director General of WYSE Travel Confederation to serve as Secretary of the Annual General Meeting.

The Chairperson provided a report on association governance to the audience, which began by introducing the members of the Management Board: Carye Duffin [CIEE], John Cedergardh [STS Education], Astrid Ludemann [independent financial auditor], Dave Dahl [Wise Foundation], and Pieter van der Zeeuw [Hans Brinker].

The Chairperson reported that the Management Board had held nine meetings over the last 12 months, each with nearly 100% attendance. The Finance Committee, composed of Dave Dahl, Russ Hedge, and Astrid Ludemann, had met every-other month and reported to the Management Board.



3. Approval of previous minutes General Meeting and Annual General Meeting

The Chairperson called for a motion to accept minutes of two previously held meetings of WYSE Travel Confederation Members: the Annual General Meeting of 2018 in Edinburgh and a General Meeting held in March 2019 in Luxembourg.

Britannia Student Services [Ronald Da Silva] motioned. Sandy Cohen [92Y] seconded the motion. The motion was carried by a vote of the Members and the minutes were approved.

4. Adoption of the Agenda

The Chairperson briefly explained the points on agenda of the meeting, which were based on decisions made at the last Annual General Meeting and General Meeting.

The Chairperson called for a motion to adopt the agenda of the meeting.

J1 SIM [John Ricci] motioned. AuPairWorld [Ann-Kristin Cohrs] seconded the motion. The motion was carried by a vote of the Members and the agenda was adopted.

5. Report on Confederation activities

The Director General and Secretary of the meeting reviewed activities of the last year within the framework of WYSE Travel Confederation's four pillars: trading, research, education, and advocacy.

Last year the Confederation launched two new events (STAY WYSE Miami and Arival), grew event attendance, expanded our buyer programme, increased the number of new members while also reducing disaffiliation and resignation rates, established on- and offline member outreach procedures, hosted 78 educational sessions delivered by 97 speakers, collected 57,000+ responses to the New Horizons IV Survey, advocated on behalf of members on issues related to women in travel, the J1 EVP, and tours & activities), and consolidated and re-launched all websites.

In addition to continuing many of these activities, this year we have done new work behind the scenes on analytics of website visitors, social media growth, developing content, increasing engagement with the WYSE Weekender, and refining relevancy of email campaigns. Members were asked to share their own



news for inclusion in WYSE distribution channels and to distribute WYSE news to others in their networks.

Outreach and representation at industry events and phone call campaigns around member engagement have been important activities of the last year to raise the profile of WYSE Travel Confederation and its activities, such as research.

Research underpins our industry knowledge and advocacy efforts. Sector-specific research reports have been spun off New Horizons IV Survey data. WYSE has also produced a few bespoke reports over the last year, plus short articles based on research findings, including a monthly contribution from STR on hostel metrics and performance. Members are encouraged to share information as part of research initiatives and can be assured that data is handled in confidence and only reported in aggregate terms.

WYSE has hosted a lot of educational speakers this year and this has a close relationship with research. The gender gap has been closed considerably for the WYSTC 2019 educational programme thanks to our concerted efforts to achieve a balance, but we continue to work on diversity and gender parity.

The Secretary and Director General introduced Anna Zanghi and invited her to update members on the work done to date on the Youth Travel Charter.

Anna explained the genesis of both the San Diego Declaration (2012) and the development of the Youth Travel Charter, including the Montreal review (2017) and a member survey (2019) to reach consensus on a new advocacy platform, representing different parts of the industry, creating awareness of the youth travel sector, and suggesting action points, and offering resources.

Currently there are 11 goals, or guiding principles, included in the Charter; these goals were identified by a working group of members and staff in July 2019. The plan for the Youth Travel Charter at WYSTC 2019 is to collect feedback on the current draft goals. Eventually WYSE will publish a website and develop different legs of the project.

Anna reviewed some of the findings of the member survey about the Youth Travel Charter, as well as the discussions of and process followed by the working group. She also shared a draft website for the project, highlighting the structure of each goal/principle and applicable actions and resources. Anna invited



interested audience members to join a workshop session devoted to reviewing and collecting feedback about the Charter during WYSTC.

The Secretary and Director General thanked Anna for her report to the audience.

The Secretary and Director General reported on growth and success of WYSE Travel Confederation trade events and buyer programme, including STAY WYSE Amsterdam, Arival Berlin, ITB Berlin, and the WYSTC buyer programme. A call for interest in co-exhibition with WYSE Travel Confederation at NAFSA 2020 was made. International Experience Canada and Generator were thanked for their very generous support of events in 2019.

The tours and attractions sector is a relevant growth opportunity area for the youth travel industry. Klook, a very large global OTA in this marketplace, was welcomed as a new Elite Member of WYSE Travel Confederation. The Management Board has discussed and agreed to begin the process of formalising an Industry Panel devoted to this sector. Initially a working group will be formed, a certain number of members must be recruited to justify and support a Panel, and then eventually make amendments to the articles of association. It is hoped that by this time next year, that item will be on the AGM agenda. It is believed that this will be a very good addition to the Confederation.

There were no questions from the audience.

The Chairperson called for a motion to accept the report on Confederation activities.

Britannia Student Services [Ronaldo Da Silva] motioned. a&o Hostels [Alysia Cardinal] seconded the motion.

The motion was carried by a vote of the Members and the report was accepted.

The Chairperson thanked the WYSE Travel Confederation staff for their efforts over the course of the year.

6. Report on Confederation finances

The Secretary and Director General asked Astrid Ludemann, the independent member of the Finance Committee, and Dave Dahl, the Chairperson of the Finance Committee, to provide introductory remarks.



Astrid explained the structure and process of the Finance Committee's work and noted that good progress had been made on the speed and integrity of reporting.

The Chairperson of the Finance Committee thanked Astrid for her work.

Astrid explained activities of the Finance Committee and the increased transparency and controls implemented over the last year. The Finance Committee is currently looking at auditor rotation as a matter of good governance procedures.

The Chairperson of the Finance Committee reported on a risk register which was instigated, and an ongoing review process. As a result, senior-level executives of WYSE Travel Confederation have been insured to protect the association in the case of a worst-case scenario. He reported that cash reserves of EUR 100,000 have been slowly built up by the association. The Chairperson of the Finance Committee thanked everyone for listening.

The Secretary and Director General reviewed the management accounts. It was noted that while sales overall in 2019 were pretty good, membership income was not as strong as it should be in terms of income generated, rather than number of Members. The reason for this seems to be more new Members coming in at the lower membership price levels. Furthermore, a high target was set for membership.

Research and other income were over expectation and the conference (WYSTC 2018 Edinburgh) performed over budget. The STAY WYSE Amsterdam and ITB Berlin events did well.

Overall, costs are under tight control, small savings on salaries, office and operational costs were up due to software expenses, professional fees are always variable, bank charges were up, depreciation costs are moving up as the CRM is written down. Trading surplus is slightly up on budget, and a slight reduction in extraordinary costs, leaving the association in a EUR 17,500 profit position.

Forecast 2019: membership slow early in the year, systems were change after May 2019 and were able to turn things around. The 40-day application process has been reduced down to a much quicker process. Research and other income was well over budget for 2019 due to bespoke research projects. Conference



income is down slightly, partly due to a quiet WETM-IAC 2019 Luxembourg, WYSTC 2019 is doing well.

Costs close to budget, but slightly overspent on travel and representation, which is due to an increased level of representation at new industry events. Research had a slightly higher cost than budget, due to extra work on bespoke projects. The trading surplus comes in at around EUR 123,000, after extraordinary costs leaves EUR 35,000 profit for the year, which is EUR 20,000 up on budget for 2019. Overall, a fairly strong financial year in 2019.

Looking ahead to 2020, modest growth in income, mainly through continued growth in membership. A stronger ITB Berlin and WETM are also forecast. There is an anticipated drop in research income. Confederation costs will go up by about 3% next year, in line with inflation in The Netherlands. The main area of cost will be salaries, partly due to vacancies at the moment – the industry panel manager and membership development positions are important to fill. There is a sizeable increase in depreciation, due to writing down the CRM. This leaves us forecasting a trading profit of EUR 121,000 for 2020, which is lower than anticipated for 2019. This translates to a bottom-line profit of EUR 20,000. One of the biggest questions is how WYSTC will perform in 2020 being in the same location as 2019.

The balance sheet at 31 Dec 2018 was then reviewed and explained.

The Secretary and Director General called for questions.

I dex Volunteer & Travel asked about the surplus of EUR 100,000 and how many months of operating expenses it represented?

The Secretary and Director General noted that this represented a trading profit, due to costs against ISTC debts, which will be finished by the end of 2021. Monthly operating costs are approximately EUR 100,000. There is currently a cash flow surplus, rather than a profit surplus. This surplus had been deposited in April this year and not touched since, but there is a forecast for potential need to make use of it in May/June 2020.

The Chairperson remarked that the Management Board recognises the opportunity to answer the need for such an association and experiment in a volatile environment with fiscal prudence by utilising systems and safeguards for sound management.



The Chairperson called for a motion to approve the report on Confederation finances, which included an adoption of the 2018 accounts, 2019 forecast, and the 2020 budget.

EBI Consulting Group [Joël Marier] motioned. 92Y [Sandy Cohen] seconded the motion. The motion was carried by a vote of the Members and the report, as well as the 2018 accounts, 2019 forecast, and the 2020 budget, was accepted.

The Secretary and Director General noted that after the adoption of the annual accounts, the General Meeting shall pass a resolution concerning the release of the Managing Directors from liability in so far as the accounts have been presented.

The Chairperson noted that this was a necessary action and technicality of Dutch law, where the association is established.

Britannia Student Services [Ronaldo Da Silva] motioned. a&o Hostels [Alysia Cardinal] seconded the motion. The motion was carried by a vote of the Members to release the liability of the Managing Directors.

The Secretary and Director General thanked Astrid Ludemann for her work, noting that her three-year term is coming to an end, but will extend stay through next year.

7. Appointment of auditors

The Secretary and Director General explained that a search had started for a new auditor, for a rotation, hopefully to start before the new financial year. This would likely be a Dutch, small-to-medium-sized auditing firm. He proposed that the Members to delegate the appointment of auditors to the Finance Committee and Management Board so that a new company can be selected before the start of the next financial year.

The Chairperson called for a motion to accept the proposal to delegate the appointment of auditors to the Finance Committee and Management Board.

SANDEMANs New Europe [Dave O'Kelly] motioned. HI USA [Michelle Hirschfeld] seconded the motion. The motion was carried by a vote of the Members and the delegation of the appointment of auditors to the Finance Committee and Management Board was accepted.



8. Membership report

The Secretary and Director General provided a report on membership of the association over the last year, noting that while growth in numbers and retention was impressive, financial expectations were not quite met due to the mix of membership types being taken. Recruitment and retention have grown stronger over the last four years. However, as the number of members goes up, the number of departures will go up.

Currently the total membership is 500+/- organisations.

The list of new Members was displayed to the audience.

The list of Member disaffiliations was displayed to the audience.

The Chairperson called for a motion to accept the membership report.

a&o Hostels [Alysia Cardinal] motioned. Legaroo [Alex Thompson] seconded the motion. The motion was carried by a vote of the Members and the membership report, along with the presented new Members for ratification and disaffiliations, was accepted.

9. Nominations Committee – Management Board appointments

The Secretary and Director General introduced the Chairperson of the Nominations Committee to handle the ratification of the slate of Management Board candidates.

The Chairperson of the Nominations Committee remarked that about 80% of what was hoped to be achieved, was indeed achieved, but that there is still room for improvement. He displayed the members of the current Nominations Committee to the audience [David Chapman, WYSE Travel Confederation, John Cedergardh, STS Education, and Robyn Walker, CENET] and representatives for each of the sectors [Bettina Wiedmann, Experiment eV, Nicola Foley, Celtic Groups, Rebecca O'Connor, Hostelling International] thanked the Committee for its work.

The Chairperson read the slate of candidates, noting that no challenge to the slate had been received. The candidates were: Russ Hedge [HI USA], Vicki Cunningham [STA Travel], Dave Dahl [Wise Foundation] – all three positions represent members at large (not representing specific sectors). Russ Hedge is the candidate for the position of Chairperson of the Management Board. The candidates were each asked to briefly address the audience.



The Chairperson called for a motion to accept the slate of Management Board appointments.

Proposer: DR-WALTER [Reinhard Bellinghausen] motioned. Britannia Student Services [Ronaldo Da Silva] seconded the motion. The motion was carried by a vote of Members and the slate of Management Board appointments was accepted.

The Secretary and Director General welcomed the new members of the Management Board.

10. Advisory Panel appointments

The Secretary and Director General introduced the agenda item “appointment of Panel Chairpersons to the Management Board”. The binding nomination process of the articles of association was explained. The new and re-elected Panel Chairpersons are:

Pieter van der Zeeuw, Accommodation (2-year term)

Carye Duffin, Cultural Exchange (3-year term)

Nick Pound, Travel Safety (3-year term)

The Chairperson of the Nominations Committee called for a motion to accept the Panel Chairpersons.

92Y [Sandy Cohen] motioned. EBI Consulting Group [Joël Marier] seconded the motion. The motion was carried by a vote of Members and the Advisory Panel appointments were accepted, effective January 2020.

Cary Duffin, Chairperson of the Cultural Exchange Panel, provided a summary of the role of the Panels and their activities. There was an acknowledgement that there is still work to be done on all Panels in relation to Members, the Management Board, and the association staff and to relieve any existing concerns about losing the sector-specific voices. The purpose of the Panels is to build on legacy achievements, inform, promote, and support the industry and association Members. There will be a focus on communication to members via panels, sharing thought leadership, activities updates, and promoting engagement between Members and Panels.

11. Changes to the Association’s Constitution

The Secretary and Director General explained two proposed changes to the articles of association: A) the adoption of a new mission statement and B) enhancing the not-for profit status of the association.



A. Adoption of a new mission statement

The Chairperson explained the differences between the existing and proposed mission statements and the challenge to create a simple, measurable statement that reflects the membership as the audience to be served by the current association - Who do we exist to serve? Why do we do what we do? How do we do it? The benefit of the proposed mission statement is that it allows for accountability to members through measurement of specific areas.

The proposed mission statement was presented as follows: "To strengthen the global youth travel industry through research, education, advocacy, and new business opportunities."

The Chairperson called for comments from the audience.

Ilex Volunteer and Travel [Ninad Sharma] remarked that a great job had been done on focusing on the clientele and asked what metrics were in mind?

The Chairperson responded that the Management Board hadn't discussed which metrics yet, but Member feedback on satisfaction would be critical.

Mundo Joven [Ulises Ortega] was puzzled by the change of the mission statement and not in agreement that the proposed changes were in line with the *raison d'être* of the organization; the growth of youth and students through travel. To the contrary, the proposed mission statement ignores young people. He further remarked that those who stick to their mission the longest, last the longest. He also reminded that the foundation of WYSE Travel Confederation was the merger of two organisations and their respective missions.

The Chairperson commented that some of the concerns raised are dealt with in further detail. The Secretary and Director General disagreed and explained that the relevance of WYSE as an association in relation to its member organisations was reflected in the proposed mission statement rather than what members do in relation to youth travellers, as in the current mission statement. The intention was not to dilute the relation Members have with youth as travellers.

InterExchange [Christine La Monica-Lunn] asked whether a survey could be conducted to solicit member feedback on the proposed change.



EBI Consulting Group [Joël Marier] commented that the proposed mission statement is more in line with accountability, but losing a dimension - why we do what we do. He suggested taking more time to think about changing the mission statement. In principle, in favour of modernizing, but thinks we are going too fast.

EBI Consulting Group [John Powell] remarked about a seeming disconnect between the proposed change of the mission statement to more accurately reflect the mission of a trade association and the proposed enhancement of the association's public benefit element.

NSTF [Francis Stivala] remarked that there are two parts: 1) our *identity* lies in growth of student and young people and 2) *how* to do it. The proposed mission statement limits the association to the second part, by disconnecting the identity of who the target market is from the association – by passing it along, down the line. However, we should still identify the target market in any new mission statement, keeping both parts noted. He proposed a third part: being sensitive to young people's perspectives on travel and its impact on the environment.

J1 SIM [John Ricci] remarked that there should be a larger discussion around the matter.

The Chairperson proposed a motion to table the resolution.

EBI Consulting Group [Joël Marier] motioned. CENET [Robyn Walker] seconded the motion. A vote of the Members included two (2) opposed, one (1) abstention.

The motion to table the resolution was passed.

The Chairperson stated that the Management Board would reconvene to create a process to collect input on a new mission statement.

B. Enhancing the not-for-profit status of the association

The Secretary and Director General explained ongoing discussions about establishing a (Dutch) foundation alongside WYSE Travel Confederation to support businesses in our marketplace, but unable to come to events that we host through grants/bursaries to enable start-ups or smaller or under-represented regions. Funding mechanisms that have been discussed include: surpluses, pay it forward options, donations, gifts in kind, destination grants,



and CSR contributions. *Stichting* (Dutch foundation) would be overseen by a dedicated sub-committee of two WYSE Travel Confederation representatives and three (3) members at large (one as Chairperson). It is estimated that a 20-40K Euro fund would be needed in order to start.

The Secretary and Director General called for comments from the audience.

I dex Volunteer and Travel [Ninad Sharma] asked what it would cost WYSE Travel Confederation to set this up and should we be focussing on this if our cash flow surplus is only enough for one month. He also remarked that things that don't cost often have no (or little) value to someone; there is no stake.

The Secretary and Director General replied that the cost of set up would probably be a few thousand Euros of legal fees. What would be critical would be the funds coming into the foundation. The idea is currently 'embryonic' and operational details need to be examined in order to achieve the 'buy in'.

Mundo Joven [Ulises Ortega] remarked that this is a great idea and would escalate the organization and its purpose. He suggested cooperation with a professional venture capitalist; we know where the opportunities are, but a VC could allow us to escalate the speed in reaching the goal.

HI USA [Michelle Hirschfeld] asked if the entity would be registered as a separate organization with its own officers and if so, would it be registered in the Netherlands. Also, are there restrictions regarding Dutch foundations soliciting funds from other countries?

The Secretary and Director General responded that the foundation would be a third entity, registered in the Netherlands, with representatives from the existing affiliated two organisations. Yes, the foundation would solicit (and donate) funds from wherever.

12. Site of WYSTC 2020

Lisbon is the location for WYSTC 2020 and 2021. The idea is to take advantage of an opportunity to build on the conference and how it works while it is based in one destination.

13. Any other business

The Secretary and Director General provided an update on WYSE Travel Confederation's debt to ISTC, noting that he had spoken to the Chairperson of ISTC



and that the general consensus is that ISTC has been fair to the Confederation in writing off over 50% of the original debt amount and would therefore like us to honour that. The legal advice is that there is a significant risk in not repaying the debt. It was noted that three payments remain and then debt of WYSE Travel Confederation is clear. However, ISTC did clear WYSE Work and Volunteer Abroad of debt. The remaining debt can be paid and should be paid. By the end of 2021 WYSE Travel Confederation will be free of this debt.

The Secretary and Director General called for questions.

Mundo Joven [Ulises Ortega] commented that ISTC doesn't have a clue what to do with its money and that WYSE Travel Confederation should invite the Chairperson of ISTC to invest in the new WYSE (foundation) project that had been proposed.

The Secretary and Director General noted that ISTC has a development grant project in operation through 2021.

14. Date of next AGM

The date of the next annual general meeting of WYSE Travel Confederation is 22 September 2020 in Lisbon, Portugal.

The Director General thanked the WYSE Travel Confederation staff.

The proceedings were closed.