

IAATO 2020 Annual Meeting Minutes
June 17 & 18, 2020
Online Meeting

OVERVIEW

The IAATO 2020 meeting was held June 17-18, 2020 as an online meeting on the Zoom platform and was attended by 96 participants on Day 1 and 77 participants on Day 2. The final participant list can be found at the end of this document as Appendix C.

The draft agenda and the attendee briefing notes along with the meeting papers list of background papers and proposals discussed at the meeting were delivered to members prior to the meeting and are archived there for members' reference in the members-only section of the website. Click [here](#) to access these. The final approved agendas can be found at the end of this document as Appendix A.

The list of Action Points and Decisions resulting from this meeting can be found at the end of this document as Appendix B.

Meeting notes were taken by Amanda Lynnes, Director of Environment and Science Coordination and Erin Delaney, Assistant Operations Manager, and the Meeting Minutes were prepared by Janeen Haase, Director of Governance and Finance.

All sessions on Wednesday, June 17th were open to IAATO members only - including Operators, Provisional Operators and Associates. All sessions on Thursday, June 18th were open to Operators, Provisional Operators and Membership Applicants only. Also in attendance were two representatives of AECO.

Session One: Governance and Finance
June 17, 2020
Meeting Open to all IAATO Members

WELCOME

The Meeting Chair, Terry Shaller, opened the meeting and welcomed members.

AGENDA ITEM 1. ANTITRUST ADMONITION

Janeen Haase, Director of Governance and Finance, read the IAATO Antitrust Admonition.

The Meeting Chair reminded participants that the meeting papers shared with members prior to the meeting are considered as read.

AGENDA ITEM 2. MEETING CHAIR APPROVAL

There was then a call to approve the Meeting Chair, Dr. Terry Shaller. There were no objections and the Terry Shaller was approved as Meeting Chair by consent.

36 AGENDA ITEM 3.

37 The Meeting Chair then asked members to approve the Minutes of the IAATO 2019 meeting in Cape
38 Town, South Africa. There was a motion to approve and it was seconded. There was an apparent
39 objection to the minutes.

40 One member posed a question about Agenda Item 7, regarding the budget, in the 2019 minutes. He
41 wondered if, when members voted for approval of mandatory observations, they knew that the
42 funds (expenses) would come out of association funds? The member requested clarification that
43 operators agreed to the funding of the observations from IAATO as a whole.

44 The Chair of the Executive Committee (EC), Mark van der Hulst, noted that this was discussed at
45 IAATO2019. It was clear where the funding for the mandatory observations would come from. He
46 then requested time to confirm this and would return an answer during the break. This was agreed.

47 NB: After the break, The EC Chair reports: referring to the IAATO operator requirements for operators
48 and observers, it specifies in the IAATO Observer Guidelines document, which was approved by
49 members at the Cape Town meeting, what expenses there were and how they were to be paid.

50 The member noted that he still did not think it was clear when members voted on it in Cape Town.
51 However, the IAATO 2019 Meeting Minutes were approved then by consent.

52 One member wanted to confirm that the approval of the agenda was for Day 1 of the meeting only.
53 Mark confirmed that it was approved only approved for Day 1.

54 The Meeting Chair then called for approval of the IAATO2020 Meeting Agenda. There were no
55 objections and the Meeting Agenda was approved by consent

56 **DECISION: Terry Shaller was approved unanimously as Meeting Chair.**

57 **DECISION: The IAATO 2019 Meeting Minutes were approved.**

58 **DECISION: The IAATO 2020 Agenda for Day 1 was adopted.**

59 AGENDA ITEM 4. EXECUTIVE COMMITTEE REPORT

60 Executive Committee Chair, Mark van der Hulst, gave his report from the Executive Committee. He
61 then asked members if there were any questions or comments for the EC.

62 AGENDA ITEM 5. INTRODUCTION OF GINA GREER

63 Gina Greer was introduced by EC Chair, Mark van der Hulst, before addressing the membership as
64 IAATO's new Executive Director.

65 AGENDA ITEM 6. EXECUTIVE DIRECTOR REPORT

66

67 Gina thanked the IAATO membership, especially at these difficult times. She announced that Terry
68 Shaller would be leaving IAATO as of July 1, 2020 and offered thanks to him for his dedication and
69 service over so many years. Gina gave an overview of herself and her background and then gave her
70 report.

71 AGENDA ITEM 7. FINANCE COMMITTEE REPORT

72 **Agenda Item 7a. FY 2018-19 Final Accounts**

73 Steve Wellmeier, Chair of the Finance Committee, gave his report starting with an overview of the
74 2018-19 finances that were closed and had been filed and accepted by the US Internal Revenue
75 Service (IRS). He then asked for questions.

76 One member had a query about increased office expenses in the 2018-19 accounts.

77 Steve noted that this was a ramp up in equipment, software, etc. to address the increased
78 Secretariat requirements in support of IAATO.

79 Janeen Haase, Director of Governance and Finance, confirmed this and noted that it also reflects
80 the expansion of the Secretariat and includes the use of satellite phones when the Secretariat are
81 travelling in Antarctica.

82 The Meeting Chair announced that the first vote would be conducted for the approval of the 2018-
83 2019 accounts.

84
85 It was noted that there was a typo in the finance document as delivered to members. This was
86 acknowledged and remedied and would be made available to members in the downloadable meeting
87 papers folder.

88
89 **DECISION:** The 2018-19 accounts were approved.
90

91 **Agenda Item 7b. FY 2019-20 Budget**

92 Steve then gave the 2019-2020 accounts overview.

93 One member asked what the impact was of the One Ocean (OOE) situation.

94 Gina noted that an adjustment was made for receivables from OOE and outlined the process to be on
95 a list of creditors and noted that the trustee handling the OOE case had not confirmed IAATO's
96 status in the proceedings at the time of the meeting. She said that once a proposal is made to the
97 court there would be a formal claims process and IAATO will submit a claim. Later the allocation of
98 fees to IAATO would be determined, but it is not expected to be very much. The same member asked
99 what are the costs of pursuing this claim and said that IAATO should balance out the costs, e.g.,
100 lawyer fees, etc. versus what we stand to gain.

101 Gina said that we cannot give a full number at present, but confirmed that it has not exceeded what
102 we are owed and that we are not expecting any additional costs at this time. She also noted that we
103 were months away from a resolution.

104 A member asked if the preliminary estimates for the 2020-21 season that were submitted earlier in
105 the year would be held to.

106 Gina responded that the invoice that had been sent for the 35-percent balance of passenger fees
107 owed is related to the 2019-2020 season and is due from operators. She also noted that the 65-
108 percent estimated passenger fees for 2020-21 would need to be billed, but in essence these had

109 been frozen and would reopen in August or September. At this point, she said, members could
110 refresh their estimates. Ideally the 65-percent would be paid before Christmas. At the moment, only
111 membership dues need to be paid plus the 35-percent from last season.

112 Peter McDowell, Finance Committee member, acknowledged that members need to be aware that
113 this is the first time a set of accounts had been presented to them in this format. This is a real step in
114 the right direction. It is much easier to interpret. He offered thanks to the Secretariat and all
115 involved. The full set of accounts after June 30, 2019 were based on new chart of accounts.

116 Ute Hohn-Bowen, ex-Chair of the Finance Committee, made a comment regarding retained earnings
117 saying that we need to go on the income. In past years we have been in a good position, but this is
118 now not the case. She appealed to members to pay their remaining balances.

119 One member started the discussion about next season's membership dues asking if members were
120 not sure if they can operate would they be charged the full operator dues or the non-operating dues.

121 Mark van der Hulst noted that the invoice for membership dues had been sent to members. He
122 pointed out that there was hardly any income projected, and as IAATO is a membership organization,
123 it is expected that membership dues will be paid. He continued and reminded members that this
124 situation is unprecedented and we have no provisions for this currently in our bylaws. We need to
125 monitor the situation.

126 A member commented that the membership dues enable members to have access to the
127 organization, and therefore, it is not appropriate to ask to not pay dues. He encouraged all members
128 to pay their dues.

129 There were no further comments.

130 The Meeting Chair called for a vote to approve the 2019-20 Finances.

131 **DECISION:** The 2019-20 Finances were approved.

132 The Meeting Chair reminded members that everyone had to sign an NDA in order to participate. He
133 stated that the Meeting Chair was aware that people were in rooms and were not registered and that
134 IAATO will hold responsible the registered person for any unauthorized release of information.

135 AGENDA ITEM 8. SHORT TERM STRATEGIC PLAN

136 Gina Greer presented the Short-Term Strategic Plan.
137 The Meeting Chair opened the floor to questions.
138

139 A member brought up the COVID-19 crisis and remarked that it seemed the crisis management of
140 COVID-19 was one of several projects and wondered if enough attention would be allocated to
141 addressing it.
142

143 Gina acknowledged the point and noted the importance of COVID-19 and informed members that
144 there would be opportunities to address this in the special session allocated to it in the Agenda. She
145 also noted that the Antarctic season was extended due to COVID-19 operational aspects and the
146 Secretariat was heavily involved in managing that before focusing their full attention on the work
147 the COVID-19 steering group is engaged in.
148

149 There were no further comments.

150 **AGENDA ITEM 9. PROPOSED BUDGET FOR FY 2020-21**

151 Steve Wellmeier presented the 2020-2021 proposed budget.

152

153 Gina explained the challenge of retained earnings and its basis on cash and that it reflects income
154 that may not have been yet received as cash. She also explained the importance of having
155 passenger fees come in.

156

157 A member brought up membership dues and asked if there was no season and operators pay the
158 non-operating amount, he would expect that Associates also get a reduction. The group agreed that
159 this issue would be addressed later in the session.

160

161 Gina explained that the presentation had been updated with the final numbers from the PVRs and
162 was updated in the download folder for members prior to the meeting.

163

164 A member asked if there would be an in-person annual meeting in 2021, and it was noted that if
165 there are no passenger fees from this coming season year then we assume the meeting will again be
166 online. If there is a season then funds would be allocated to the annual meeting.

167

168 A member asked why CCAMLR and ATCM meeting fees were included and increased in the proposed
169 budget.

170

171 Gina responded that for ATCM the amount is \$3000 but the projection had dropped to \$3,000
172 because it was cancelled and that is why we see an increase for 2020-2021. The CCAMLR increase is
173 because, with ATCM cancelled, it may be the one opportunity where we can meet face to face with
174 regulators.

175

176 A member brought up the membership dues issue again and asked if there was a proposal to do a
177 percent reduction for Associates so they can manage for it. She also questioned the dues for
178 operators.

179

180 Mark van der Hulst acknowledged the concerns members had about whether they were operating or
181 not. This season is fully reliant on members paying their dues to keep IAATO going. Making
182 reductions for operators and/or associates will impact IAATO. He noted that we would work on the
183 assumption that any member who put data into the ship scheduler would be operating. This is
184 unprecedented. We can look at giving credits, but we ask that members pay their dues as part of
185 being in a membership organization. If there is no operation then we can consider a credit note.

186

187 A member said that clarity for membership dues is required and asked if there should there be a
188 special motion that everyone pay (\$2500) to go forward or they get a credit.

189

190 A member of the EC suggested asking Janeen and Steve to run the numbers for consideration.
191 There is no mechanism to reduce the associate fees currently, but if this is done, we run into issues
192 impacting IAATO's ability to function. He suggested we run some scenarios to plan for this.

193

194 The Meeting Chair floated the option to postpone vote until more information was gathered on this.

195

196 Another member noted that there was a possibility of each company not operating so perhaps we
197 can move in steps and not move to the worst-case scenario immediately. She suggested keeping
198 the invoicing as is at present and expect members to pay 50-percent of their invoice and then we
199 pay more later in the year when we know if we are operating or not.

200

201 A member reminded the group that there was a reserve agreed to in Edinburgh so IAATO could cover
202 exactly this kind of situation. He asked what has happened to the reserve.

203
204 It was clarified that we had the reserve as an 18-month fund but getting through to the next season
205 is a problem. The member suggested finding a number for dues that works for everyone. It shows a
206 goodwill gesture but keeps us as IAATO together.

207
208 Peter McDowell, a member of the Finance Committee, noted that the numbers given in the proposed
209 budget for 2020-21 are very conservative and can go through to December 2021. We have cash
210 reserves to last until then. He believed there would be some passenger fees this year and was
211 comfortable with the projections. Even if we halve the associate's fees, there is still a cash cushion,
212 and we do not reach a critical stage. Members need to consider the dues very carefully. Membership
213 is good value for money and important. The line items are conservative and have flexibility.

214
215 An associate member noted that there was an option for operators to reduce fees by going to non-
216 operator dues. He said he would support one fee for everyone where operators pay full dues and are
217 therefore aligned with the associate dues. He asked for clarification if this discussion goes to
218 tomorrow, were associates permitted to join.

219
220 The Chair of the Executive Committee noted that everyone seemed to all be saying the same thing;
221 can operators agree to pay the full membership, i.e., go to \$2,500 and everyone is equal.

222
223 The Meeting Chair said that there were two options moving forward:
224 1. A suggestion to run numbers to vote on reducing associate and operator dues to a single fee.
225 2. Motion from the EC Chair to vote on the proposal that all operators pledge to pay membership
226 dues of \$2,500 whether or not they operate.

227
228 A member proposed that everyone pay \$2,500.

229
230 A member noted that we have a cash reserve of \$400,000 by December 2021. We have 112
231 members. If we make it \$2,500 for everyone then we still have a budget to December 2021 saying
232 that this was the worst-case scenario.

233
234 Gina cautioned that if we look to December 2021, this is assuming membership dues are \$2,500 and
235 that everyone pays next season and thus next fiscal year the cushion may not be as big as we think.

236
237 There was a motion put on the table that all operators pay \$2,500 and associates would be invoiced
238 for \$2,000 dues for upcoming year, with exception of non-profits which would remain at current fee
239 levels. This would be valid for the 2020-2021 season (fiscal year) only. The motion was seconded.

240
241 A member said we needed to think about the long-term health of our organization. This is fair and
242 reasonable.

243
244 The Meeting Chair asked all Associates to leave the session and go into the waiting room and opened
245 the vote and operators voted on the following: The 2020-21 Fiscal Year budget with the proposal
246 that Members would be invoiced as follows: operators \$2,500 and associates \$2,000 for
247 membership dues for the 2020/2021 season, with the exception of non-profits who remain at the
248 current fee.

249
250 **DECISION:** The 2020-21 Budget was approved

251 **DECISION:** Membership Dues will be as follows: operators \$2,500 and associates \$2,000 for
252 membership dues for the 2020/2021 season only, with exception of non-profits who remain at the
253 current fee.

254

256 Presented by Lisa Kelley and Kim Crosbie

257

258 A member noted that this view is very inward-looking and suggested looking outside at the Centers
259 for Disease Control (CDC) and Cruise Lines International Association (CLIA). These two organisations
260 will drive what we do. He asked if IAATO is communicating with them. What CLIA puts in place will be
261 the recommended standard.

262

263 Lisa confirmed that the best practices from outside will feed into our processes and reminded
264 members that we are working with CLIA and have an agreement that they will share guidelines first
265 with us before it is a press release; however, nothing had been shared to date.

266

267 A member stated that he wanted IAATO to look at how we get back to the pier and access gateways
268 if we operate and said this must be the number one priority, i.e., "if the boat leaves the pier, it must
269 be able to come back to the pier". He offered a second point which was to distribute as much
270 information as possible to members and for the steering group to provide members with the latest
271 news.

272

273 A member of the steering group confirmed that the return-to-port issue was in discussion and that
274 they are negotiating with the authorities about how this will happen. It is ongoing in Punta Arenas
275 and Ushuaia. As for sharing information, she stated that yes, we will issue a workbook that is
276 available for members and will maintain this for all gateways with a similar template that will be easy
277 to follow.

278

279 A member noted that the association has heard a few operators will not operate next season. It
280 raises questions. She noted the importance of solidarity and transparency for best practice next
281 season and to help IAATO move forward most effectively. She asked how we would plan to distribute
282 this work plan noting that members are obviously as good as each other. She asked the question;
283 how do we plan and appease everyone in this disparate industry?

284

285 Lisa responded that the Gateway workbook is going to be in the shared folder as per the link sent to
286 members via email. The Secretariat will be working with the relevant committees and working
287 groups to get as much appropriate information to members as possible.

288

289 A member noted that it felt like this initiative was just one project of many, but he felt this should be
290 our only focus for the next three months. The communication with governments and local
291 governments is essential. We must work closely with AECO on their approach to COVID-19. Base
292 visits should be discussed by the COVID-19 steering group and committees and the stations should
293 be asked if we can visit.

294

295 Lisa responded that we already know several programmes will not receive any visits this season: e.g.,
296 UK, USA, Australia, etc. COMNAP will make a decision in August. She advised operators to realise that
297 the National Antarctic Programs (NAPs) are focused on not bringing COVID-19 to Antarctica.
298 Members should assume they will not be allowed to visit any stations, nor will they receive any
299 support from stations.

300

301 A member then asked if medical evacuations would still be possible.

302

303 Lisa said that at the time of this meeting, yes, but it is uncertain how things will look moving forward.

304

305 A member of the steering group said that they are currently working with Chilean authorities at King
306 George Island (KGI) to distinguish between passengers visiting stations and transiting to board
307 vessels for onboard travel.

308
309 An associate member asked if associates would be included in the COVID-19 information and Lisa
310 responded that they will have full access.
311
312 A member noted that all of this work is an example that membership dues are well worth their value.

313

314 **Session Two: Membership and Observations**

315 *June 18, 2020*

316 *Meeting Open only to Applicants and Operators*

317 **AGENDA ITEM 1. IAATO ANTITRUST ADMONITION**

318 Janeen Haase, Director of Governance and Finance, read out the Antitrust Admonition for members.

319 The Meeting Chair presented the agenda for Session Two on the shared screen and asked for any
320 questions or comments.

321 The Meeting Chair called for a vote to approve the agenda for Session Two.

322 **DECISION:** The Agenda was approved for Session Two, 18 June 2020.

323 The Closed Session for operators only resumed and the Meeting Chair read out the voting results.

324 **AGENDA ITEM 3. VOTING ON APPLICATIONS TO BECOME PROVISIONAL OPERATORS**

325

326 **DECISION:** Students on Ice, Viking Expeditions and Residences at Sea were approved to move from
327 Associate to Provisional Operator.

328 **DECISION:** Intrepid Expeditions and Sur Expeditions were approved as new Provisional Operator.

329 **DECISION:** Tarka Sailing was not approved as new Provisional Operator.

330 **AGENDA ITEM 4 VOTING ON APPLICATIONS TO BECOME OPERATORS**

331 **DECISION:** Scenic Cruises and Tours and IceTrek Expeditions were approved as Operator with a
332 vote.

333 **DECISION:** Icebird Expeditions was not approved as Operator with a vote.

334

335 **AGENDA ITEM 5B. AURORA EXPEDITIONS OBSERVATION AND STATUS PENDING**

336 **DECISION:** Aurora Expeditions was approved to return to Member in Good Standing status.

337

338 **IAATO 2020 ADJOURNED**

339 APPENDIX A: MEETING AGENDA

340
341 IAATO Annual Meeting 2020
342 **Session One: Governance and Finance**
343 *June 17, 2020*

344 Agenda

- 345 1. Antitrust Admonition [5 minutes]
346 2. Approval of Meeting Chair [5 minutes]
347 3. Approval of Minutes of IAATO 2019 (vote) [5 minutes]
348 4. Executive Committee Report [10 minutes]
349 5. Introduction of Gina Greer [5 minutes]
350 6. Executive Director Report [10 minutes]
351 7. Finance Committee Report [30 minutes]
352 a. FY 2018-19 Final Accounts (vote)
353 b. FY 2019-20 Budget (vote)

354 **BREAK** [10 minutes]

- 355 8. Short Term Strategic Plan [30 minutes]
356 9. Proposed Budget for FY2020-21 (vote) [45 minutes]

357 **BREAK** [10 minutes]

- 358 10. IAATO COVID-19 Steering Group Update [45 minutes]
359

360 **Session Two: Membership and Observations**
361 *June 18, 2020*

362 Agenda

363 *Meeting Open only to Applicants and Operators*

- 364 1. Antitrust Admonition [5 minutes]
365 2. Membership Committee Report [120 minutes]
366 a. New Associate Members
367 b. Associate Members applying to become Provisional Operators: *Students on Ice;*
368 *Viking Expeditions, Residences at Sea*
369 c. Applications to join as Provisional Operators: *Intrepid Expeditions; Mago del Sur*
370 *Expeditions; Tarka Sailing*

371
372 **BREAK** [10 minutes]

- 373 d. Provisional Operators applying to become Operators: *Scenic Expeditions; Icebird*
374 *Expeditions; IceTrek*

375 **Applicants are thanked and dismissed**

- 376 3. Voting on Applications to become Provisional Operators [20 minutes]
377 4. Voting on Applications to become Operators [20 minutes]

378 **Results of the voting are announced**

379 **BREAK** [10 minutes]

380 ***During the break, Applicants are informed of the votes, and newly voted Operators are***
381 ***invited to the next session***

382 *Meeting Reconvenes with Operators Only in Attendance*

383 5. Report on the first season of Mandatory Observations [60 minutes]

- 384 a. Membership Committee Recommendations Arising from Observations
- 385 b. Observation of *Aurora Expeditions* and vote on readmitting them to good standing
- 386 *(Note: the Observation will be shared with participants during the meeting)*

387 6. IAATO 2020 Adjourned

388

DRAFT

APPENDIX B: ACTION POINTS AND DECISIONS

AGENDA ITEM	ACTION POINT / DECISIONS	TASKED TO	ACTION/DECISION
2	Terry Shaller was approved as Meeting Chair.		DECISION
	The IAATO 2020 Agenda was adopted.		DECISION
3	The IAATO 2019 Meeting Minutes were approved.		DECISION
7a	The 2018-19 accounts were approved.		DECISION
7b	The 2019-20 Finances were approved.		DECISION
9	The 2020-21 Budget was approved with members to be invoiced as follows: operators \$2500 and associates \$2000 for membership dues for the 2020/2021 season, with exception of non-profits who remain at the current fee.		DECISION
9	Members will be invoiced as follows: operators \$2500 and associates \$2000 for membership dues for the 2020/2021 season, with exception of non-profits who remain at the current fee.		DECISION
2b	Students on Ice, Viking Expeditions and Residences at Sea were approved to move from Associate to Provisional Operator.		DECISION
2c	Intrepid Expeditions and Sur Expeditions were approved as new Provisional Operator.		DECISION
2c	Tarka Sailing was not approved as new Provisional Operator.		DECISION
2d	Scenic Expeditions and IceTrek Expeditions were approved as Operator with a vote.		DECISION
2d	Icebird Expeditions was not approved as Operator with a vote.		DECISION
	Aurora Expeditions was approved to return to Member in Good Standing status.		DECISION