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Destination ImagiNation, Inc.
BOARD OF TRUSTEES MEETING
Grapevine, Texas
January 29 - 31, 2009

Thursday, January 29, 2009

8:04 a.m. The meeting was called to order by BoT Chair, Brownie Mitchell.

ROLL CALL:

Present: Karen Anderson, Andy Loftis, John Maloney, Brownie Mitchell, Sue Oclassen, Pam Schroeder, David Thomason, Val Conroy, Johnny Wells, Nancy Wingenbach, Eric Wolff and Interim CEO John Fiegel.

Absent: Bruce Urban

APPROVAL OF AGENDA:

The Board reviewed the three-day agenda.

Motion: Johnny Wells moved to approve the agenda.

Second by John Maloney.

Action: **Motion passed.**

Motion: David Thomason move to approve the minutes of the meeting on January 14, 2009.

Second by Johnny Wells.

Action: **Motion passed.**

MANAGEMENT REPORT:

Interim CEO John Fiegel reported on the following:

- During a recent Knoxville site visit, Robert Gibbs, head of the University of Tennessee Conference staff, gave Interim CEO John Fiegel a UT staff assessment of the 2008 Global Finals.
- Our 2008 Global Finals attendance exceeded the contractual housing limit; steps are in place to give us a better and earlier idea of the number of teams expected to attend this year in order to meet our housing goals.
- Affiliates have been asked to schedule earlier tournaments when possible.
- To encourage teams to arrive on Tuesday, rather than Wednesday, of Global Finals week, the Tuesday package has been kept at the 2008 price level and a special Pep Rally for participants has been planned for Wednesday.
- Steps have been taken to ease registration and shop lines. Registrations must be mailed, not faxed, and teams arriving late Wednesday afternoon will have to register following opening ceremonies.
- Karen Anderson asked that staff consider how teams that have registered early, rather than those that arrive first, might be given preference in housing.

John Fiegel introduced the "State of DI Information Technology" summary, submitted earlier by Charles Bell, and a discussion of IT needs and priorities ensued.

- Val Conroy asked that the IT needs of the affiliates be remembered when changes are considered.
- Joe O'Brien's report affirmed that some improvements can be made within this year's budget; others will be considered by the Board after May.

- 52 • John Fiegel recommended the purchase of Global Finals event cancellation
53 insurance; quotes will be received in March.
- 54 • As one part of his efforts to ease the job for the new CEO, John Fiegel is
55 working to compile complete job descriptions for DII employees.
- 56 • A discussion of corporate officers and the relationship between the incoming
57 CEO and the BOT ensued. In nonprofit organizations, the CEO is usually a
58 non-voting, “ex-officio” member of the Board of Trustees and, as such, has
59 increased fiduciary responsibility and is covered by Directors and Officers
60 insurance. Such changes would require changes to the bylaws.

61
62 **DIAD REPORT:** DIAD President Eric Wolff introduced the plans for the “Glassboro Summit”
63 meeting to be held on March 3, 2009. Eric and Barbara Mann from DIAD,
64 Brownie Mitchell and Johnny Wells from the Board, and John Fiegel, Rusty
65 McCarty and Maureen Donovan from DII Staff will meet to take a broad look at
66 process and work to increase communication among the three ‘legs’ of the
67 organization.

68
69 **10:20 a.m.**

70 **PRESIDENT’S REPORT:**
71 Rusty McCarty, via speakerphone, answered questions on programs and items in
72 a previously submitted PowerPoint presentation, including:
73 • Staff proposals concerning pricing, summer internships,
74 projectOUTREACH, international development, affiliates and professional
75 services
76 • Greatly increased participation in this year’s Construction Challenge
77 • The successful Global Finals site visit by staff members.
78 • Global Finals planning, with an emphasis on maintaining what will be
79 important to the team members while controlling costs.

80
81 **COMMITTEE REPORTS:**

82 **Search Committee --- Andy Loftis, Chair**
83 • More than 90 resumes have been received in the CEO search process
84 • Phone interviews of strong candidates have been scheduled.
85 • Search Committee and BoT members will interview finalists in person.

86
87 **1:13 p.m.**

88 **Management (Committee of the whole) --- Nancy Wingenbach, Chair**
89 Committee priorities include:
90 • Establishing procedures for the election of BoT officers.
91 • Developing the evaluation of the DII CEO
92 • An employee vacation time proposal
93 • The question of the extension of projectOUTREACH

94
95 **Motion:** Nancy Wingenbach moved that the management be authorized to proceed with
96 the State of DI Information Technology proposals as follows:
97 • Server and computer backups: purchase two external hard drives and
98 ghosting software for \$495.
99 • Purchase Retrospect software, network storage device, and a rack to house it
100 and HQ files, for \$6100.

101 • Write and test a disaster plan.
102 Second by Johnny Wells.
103 **Action:** **Motion passed.**
104
105 **Motion:** Nancy Wingenbach moved that the BoT authorize a six-month extension on the
106 project OUTREACH programming, with a report and recommendation to be
107 submitted to the BoT in July.
108 Second by Val Conway.
109 **Action:** **Motion passed.**
110
111 **Motion:** Nancy Wingenbach moved that DII change the term “vacation time” to “paid
112 time off,” and cease the practice of paying employees for days not taken. In its
113 place, we would allow employees to carry over a maximum of one-half of the
114 time authorized during the year.
115 Second by Karen Anderson.
116 **Action:** **Motion passed.**
117
118 John Fiegel has been reviewing the Employee Handbook. The current comp day
119 policy will be added to the handbook and he will send suggestions for possible
120 changes to the Management and Governance Committees for review.
121
122 **Action:** Nancy Wingenbach moved that the election of BoT officers should occur during
123 the summer meeting with the assumption of office to occur at the fall meeting.
124 Second by David Thomason.
125 **Motion passed.**
126
127 **Finance (Committee of the whole) --- Pamela Schroeder, Chair**
128 Financial items discussed included:
129 • The need for timely, detailed information for budgeting
130 • A timeline for budgeting
131 • Cash investments and cash flow
132 • Building a reserve fund
133 • Summer intern program
134 • Affiliate support and membership, domestic and international
135
136 **4:34 p.m.**
137 **Motion:** Eric Wolff moved to go into Executive Session for a financial discussion.
138 Second by John Maloney.
139 **Action:** **Motion passed.**
140
141 **5:12 p.m.**
142 No line item for the Search Committee exists in the current budget; Andy Loftis
143 will discuss the projected costs during tomorrow’s meeting.
144 **5:15 p.m.**
145 The meeting recessed for the evening.
146
147 **Friday, January 30, 2009**
148 The meeting reconvened at 9:05 a.m.

149

150 **COMMITTEE REPORTS:**

151 **Governance (Committee of the whole) ---** Karen Anderson, Chair
152 Karen Anderson and John Fiegel led a discussion of:

- 153 • Proposed bylaws changes
154 • Board composition
155 • John Fiegel recommended the election of BoT Secretary and Treasurer; in
156 most nonprofit organizations, the Board Secretary and Treasurer are
157 corporate officers with considerable fiduciary responsibility
158 • Contract signing authority – sent to the Finance Committee
159

160 **10:47 a.m.**

161 **Search Committee**

162 Chair Andy Loftis presented cost estimates for face-to-face meetings of the
163 Search Committee and BoT with CEO candidates and led a discussion of:

- 164 • The critical importance of selecting the best candidate
165 • A preferred timeline for interviewing CEO candidate finalists
166 • Ways to minimize interview meeting costs
167 • Rather than two separate sets of face-to-face interviews, the possibility of
168 a joint meeting of the Search Committee and the Board of Trustees with
169 the CEO candidate finalists, to be held in the Philadelphia area.
170

171 **Motion:** Eric Wolff moved to go ahead with the plan of combining the Search Committee
172 and the Board of Trustees as we have been discussing and trust the Chair to
173 present it to the Search Committee.

174 Second by Brownie Mitchell.

175 **Action:** **Motion passed.**

176

177 **4:50 p.m.**

178 After separate Finance, Management, Governance and Development Committee
179 meetings, the BoT reconvened for a brief meeting.
180

181 **4:53 p.m.**

182 The meeting recessed for the evening.
183

184 **Saturday, January 31, 2009**

185 **10:32 a.m.**

186 After morning committee meetings, the meeting reconvened.
187

188 BoT Chair Brownie Mitchell extended very grateful appreciation to the Maloneys
189 for hosting a dinner last night in their home for the Trustees and John Fiegel.
190

191 **COMMITTEE REPORTS:**

192 **Management Committee ---** Eric Wolff, Chair

193 The committee has made progress in creating a structure for the CEO evaluation
194 process and expects to have a model in place before the candidate interviews.
195

196 **Finance Committee ---** Pamela Schroeder, Chair

197 Pamela Schroeder thanked Interim CEO John Fiegel and Val Conroy for their
198 help in reviewing the current finance policies. She presented recommended
199 policy amendments as submitted earlier for approval.
200

201 **Motion:** Pamela Schroeder moved that the BoT accept the finance policies as amended.
202 Second by Val Conroy.

203 **Action:** **Motion passed.**
204

205 The Finance Committee recommended the establishment of a Finance
206 Subcommittee to investigate a restrictive reserve fund for future investment.
207

208 **Motion:** Eric Wolff moved that the BoT accept the motion for establishing a Finance
209 Subcommittee to investigate a restrictive reserve fund for future investment.
210 Second by David Thomason.

211 **Action:** **Motion passed.**
212

213 Interim CEO John Fiegel, John Maloney and Andy Loftis agreed to serve on the
214 Finance Subcommittee.
215

216 Pamela Schroeder introduced an amended resolution from the Finance
217 Committee:

- 218 • Contracts: Signatory authority will be modified to include the Interim CEO.
219 Signatory authority for execution of a contract is required from two of these
220 authorized signers: Chair of the Board of Trustees, Vice Chair of the Board
221 of Trustees, the Chief Executive Officer, President or Controller.
- 222 • Check Signing Authority: The Finance Committee recommends that the
223 Interim CEO be added as an authorized signer on checks for the organization.
224

225 **Motion:** Eric Wolff moved that the BoT accept the resolution as amended.
226 Second by Andy Loftis.

227 **Action:** **Motion passed.**
228

- 229 • Check Signing Authority for funds in excess of \$25,000: “All checks, bank
230 transfers and wires in excess of \$25,000 must be signed by more than one
231 person. All signers must be authorized signers on accounts upon which the
232 funds are drawn. The Controller will act as the principal signing authority for
233 banking purposes according to the policies of the organization.”
234

235 **Motion:** Eric Wolff moved to accept the proposal on check signing authority.
236 Second by Val Conroy.

237 **Action:** **Motion Passed.**
238

239 Pamela Schroeder introduced the following Finance Committee
240 recommendations on the six funding requests by staff:

- 241 1) Approve the 2009-10 membership pricing as presented with the following
242 exception:
 - 243 • Allow DII the authority to offer a discounted stand-alone University
244 Level membership (price to be set with the approval of the CEO).
- 245 2) Continue the Summer Internship Program for DI Alumni for 2009.

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- The Finance Committee approves the unbudgeted \$18,000 funding request with the proviso that the Controller adds a line item to the budget for future planning for this program.
 - The Finance Committee further requests when recommendations refer to prior rationale, said rationale are included with the request so that new committee members have it.
- 3) Reject the request for the creation of a new FTE staff position for an International Development Coordinator at this time. The Finance Committee understands that there is great capacity for growth in participation at the International level and approves this idea in general but not as submitted. The Committee would like to see it presented in the proposed budget for the next fiscal year, pending consideration by the permanent CEO.

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- 4) Review project OUTREACH at the July 2009 meeting.
- 5) Reject the Jumbo Affiliate Option as submitted.
- The Finance Committee approved the idea in principal and would like to see a plan for tiered incentives in the proposed budget for the next fiscal year.
- 6) Reject the request for investment in the public relations budget to fund On-Demand PR Software as submitted.
- The Finance Committee also recommends that DII never have more than \$250,000 in one institution, per FDIC insurance. The Committee recommends that such account be swept regularly to a money market account or short-to medium-term ladder CD's outside the bank.

270 **Motion:** Eric Wolff moved that the Finance Committee recommendations be approved.
271 Second by Val Conroy.

272 **Action:** **Motion passed.**

273

274 **11:45 a.m.**

275 **Development Committee --- Val Conroy, Chair**

276 The Committee was charged with looking to the future and clarifying awards of appreciation.

- 277
- A significant award will be given at Global Finals to show appreciation from the participants as well as the BoT.
 - Team members will be involved in creating part of the award.
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282 **1:37 p.m.**

283 **Governance Committee --- Karen Anderson, Chair**

- 284
- John Fiegel and the Committee proposed bylaws revisions and recommended that they be submitted to legal counsel for approval.
 - The Committee reviewed the code of ethics and use of electronic media and submitted them to the Interim CEO for inclusion in the employee handbook as required by law.
 - The Committee is working on policy for new BoT member orientation.
 - The timeline for BoT elections was reviewed: There will be three seats vacant and open to at-large candidates. An invitation to submit nominations will be posted on the website and associated mailing listserves on March 31, 2009; the deadline for submissions will be May 15, 2009. The Committee will review the candidates and submit recommendations to the BoT in July. New trustees will be notified by the Chair and be seated at the fall meeting.
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296 • The current board structure and history was discussed.
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298 **Motion:** Eric Wolff moved that the reports be accepted as given.
299 Second by Johnny Wells.
300 **Action:** **Motion passed.**
301
302 BoT Chair Brownie Mitchell opened a discussion on BoT responsibilities during
303 Global Finals week.
304 The calendar was set for BoT face-to-face meetings:
305 • Global Finals: opening Wednesday, May 20; open Board of Trustees meeting
306 on Sunday, May 26, 2009 (return travel afternoon or evening on May 26th)
307 • Thursday, July 23 – Saturday, July 25, 2009 (travel on July 22 and 26)
308 • Sunday, October 4 – Monday, October 5, 2009
309 Note: DIAD meets Thursday, October 1 – Saturday, October 3, 2009 and the
310 BoT traditionally meets with DIAD on Saturday afternoon, so non-AD
311 trustees are asked to arrive late Friday or by noon on Saturday. The BoT
312 meeting will adjourn by 2:30 p.m. Monday, so trustees should plan their
313 travel accordingly.
314 • Eric Wolff will seek competitive bids with approval from headquarters for
315 the fall meeting at an economical and accessible location.
316
317 The current strategic plan will end in 2010 and groundwork for its extension is
318 needed, so the Development Committee has been asked to change its name and
319 its charge to the Planning and Development Committee.
320
321 **2:15 p.m.**
322 **Motion:** Pamela Schroeder moved to go into executive session for a discussion of
323 personnel.
324 Second by John Maloney.
325 **Action:** **Motion passed.**
326
327 **3:10 p.m.** Volunteer trends, the needs and ways to enlist the help of our growing (and
328 aging) alumni, and quality control of challenge development were considered.
329
330 **4:32 p.m.** BoT Chair Brownie Mitchell thanked the trustees and Interim CEO John Fiegel
331 for outstanding work and cooperation during the meeting.
332
333 **4:38 p.m.**
334 **Motion:** Johnny Wells moved to adjourn.
335 Second by David Thomason.
336 **Action:** **Motion passed.**
337