

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**March 17, 2009**

**CALL to ORDER**

**8:10 p.m. EDT**

The meeting was called to order by Board Chair, Brownie Mitchell.

**ROLL CALL**

**Present:**

Karen Anderson, Val Conroy, Andy Loftis, John Maloney, Brownie Mitchell, Sue Oclassen, Pam Schroeder, David Thomason, Bruce Urban, Nancy Wingenbach, Eric Wolff and Interim CEO John Fiegel

**Absent:**

Johnny Wells

**APPROVAL of AGENDA**

**Motion:**

Karen Anderson moved to approve the Agenda as posted.  
Second by Andy Loftis.

**Action:**

**Motion Passed.**

**MANAGEMENT REPORT:**

John Fiegel explained written staff reports on the following:

- Several staff members are covering affiliate tournaments.
- A proposal for a potential investment.
- Crime insurance is being purchased and bids are being sought for Global Finals event cancellation insurance.
- Staff is helping the Ohio affiliate with a U. S. stimulus fund grant request; if successful, the grant language will be shared with other affiliates.
- The Controller provided a financial update.
- The Dicor report highlighted recent engagements and presentations.
- The impact and potential of the Construction Challenge and Project Outreach.
- A proposal for AEM.

**Motion:**

David Thomason moved that the BOT approve the investment and AEM proposals as presented by John Fiegel.  
Second by Pamela Schroeder.

**Action:**

**Motion Passed.**

**COMMITTEE REPORTS:**

**Management Committee** – Eric Wolff, Chair, reported that:

- The committee has been working on creating documents as a basis for discussion and evaluation of the new CEO.
- The “Go To Meeting” online tool was suggested to facilitate sharing of visual information during committee meetings.

**Finance Committee** – Pamela Schroeder, Chair

- No report.

**Development Committee** – Val Conroy, Chair, stated that:

- Work continues on a special award to be presented at Global Finals; BOT members are needed to facilitate supervision of the project before opening ceremonies

**Governance Committee** – Karen Anderson, Chair, explained:

- Potential changes to the bylaws were proposed and have been sent for legal review

**Motion:** Eric Wolff moved that Article 3, Section B, of the proposed bylaws changes, be removed.

Second by Bruce Urban.

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

**Motion:** Karen Anderson moved to post the bylaws as amended to the DI website for thirty days for review, after which time the BOT will vote to accept them.

Second by Andy Loftis.

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

**Motion:** Karen Anderson moved that the Conflict of Interest Policy and disclosure statement as presented by the Management Committee be approved by the BOT.

Second by Sue Oclassen

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

Karen Anderson reviewed the nomination process and selection criteria, as stated in the Policy Manual, with an added timeline.

A call for nominations will be posted on all DI-related listserves.

Eric Wolff requested that a line be added to reflect that nominees need not be current members of the DI community.

**Motion:** Eric Wolff moved to accept the Management and Committee Reports.

Second by Val Conroy.

**Action:** **Motion Passed.**

**NEW BUSINESS**

**9:48 p.m. Executive Session**

**Motion:** Eric Wolff moved to go into Executive Session for the purpose of a personnel item.

Second by David Thomason.

**Action:**                    **Motion Passed.**

**9:57 p.m.**

**Motion:**                    Andy Loftis moved to adjourn the meeting.  
Second by Nancy Wingenbach.

**Action:**                    **Motion Passed.**

The meeting adjourned at 9:59 p.m.

Susan R. Oclassen,  
Recording Secretary