

**BOARD OF TRUSTEES
TELECONFERENCE
April 1, 2009**

**CALL to ORDER
8:37 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, Pamela Schroeder, Bruce Urban, Nancy Wingenbach, Eric Wolff and Interim CEO John Fiegel.

Absent:

David Thomason and Johnny Wells

OLD BUSINESS

The agenda was amended to eliminate the scheduled executive session.

Motion:

Karen Anderson moved to approve the agenda as amended and the BOT minutes from February 11, March 11, March 17 and March 25, 2009. The minutes of the January 29-31, 2009 will be approved at the next meeting due to a computer hard drive problem.

Second by Andy Loftis.

Action:

Motion Passed.

MANAGEMENT REPORT

Interim CEO John Fiegel reported on the following:

- The recent steps taken in preparation for potential investment.
- A job for full-time Training Director, in place of budgeted part-time consultants, will be posted.
- When a current survey on projectOUTREACH® is concluded, the online link to the results will be sent to the BOT. John Fiegel will then request an electronic vote to continue projectOUTREACH® for another year.

Motion:

Karen Anderson moved to allow an electronic vote to determine whether projectOUTREACH® will be continued for another year.

Second by Pamela Schroeder.

Action:

Motion Passed.

According to our usual procedure, Val Conroy stated that the question of projectOUTREACH® should first go to the Finance Committee for a review of associated expenses; John Fiegel will send all available information to the committee.

John Fiegel has invited Arne Duncan, U. S. Secretary of the Department of Education and former Superintendent of the Chicago school system, to attend Global Finals and the staff is working to interest other Department of Education contacts in our program.

COMMITTEE REPORTS:

Management Committee – Eric Wolff, Chair, delineated the progress made by the committee in drafting criteria for future evaluations of our CEO, who will join in the discussion and help complete the final document.

Finance Committee – No report.

Development Committee – No report.

Governance Committee – Karen Anderson, Chair, explained a proposed revision to the Bylaws.

Motion: Karen Anderson moved to revise the Bylaws by adding the following to Article 4, Section 6:

Section 6. DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall fulfill duties as directed by the Board of Trustees from time to time and as defined in the “Rules and Responsibilities” section of the Employment Contract.

Second by Andy Loftis.

Action: **Motion Passed.**

The proposed revision will be posted for thirty days, followed by a final vote to approve by the BOT.

Motion: Karen Anderson moved to authorize an electronic vote after the thirty-day posting period for Bylaws revision.

Second by John Maloney.

Action: **Motion Passed.**

A discussion concerning the composition of the committee to interview trustee candidates ensued.

Motion: Karen Anderson moved that trustee interviews be conducted jointly by the Chair, Vice Chair, CEO, Chair of the Governance Committee and Chair of the Management Committee.

Second by Andy Loftis.

Action: **Motion Passed.**

Search Committee – Andy Loftis, Chair, with great satisfaction, announced that the work of the committee had been finished with the

hiring of Chuck (Charles) Cadle as CEO. John Maloney will assist in thanking the Search Committee members for their long and dedicated service. Chair Brownie Mitchell thanked Andy Loftis for his many efforts as Chair of the Search Committee. Plans for the initial CEO visit to DI Headquarters were discussed.

NEW BUSINESS

The BOT meeting at Global Finals will be held at 9 AM on Sunday. ADs will be invited to attend and also add their committee reports, updates and accomplishments to the agenda.

No executive session was needed.

The May 13, 2009, meeting is not deemed necessary at this time.

Next Meeting Date: Sunday, May 24, 2009 at 9 AM at Global Finals

Motion: Andy Loftis moved to adjourn the meeting.
Second by Eric Wolff.

Action: **Motion Passed.**
The meeting adjourned at 10:00 p.m.

Susan R. Oclassen,
Recording Secretary