

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
April 14, 2010

CALL to ORDER

8:30 p.m. EDT The meeting was called to order by Board Vice-chair, Pamela Schroeder.

ROLL CALL

Present: Karen Anderson, Rosemary Bognar Pinney, Valerie Conroy, Pamela Schroeder, David Thomason, Sue Oclassen, Bruce Urban, Johnny Wells, Nancy Wingenbach, John Maloney, Eric Wolff, Michael Kelly, CEO Chuck Cadle and Maureen Donovan, Director of Human Resources. **Absent:** Brownie Mitchell

APPROVAL of AGENDA

Motion: Bruce Urban moved to approve the Agenda as posted.
Second by Sue Oclassen.

Action: Motion Passed.

APPROVAL of MINUTES

Motion: Karen Anderson moved to approve the minutes of March 17, 2010.
Second by Eric Wolff.

Action: Motion Passed.

Congratulations were extended to Justin Billek for recognition in the Telly awards. The Telly awards recognized DI for the PSA's produced by Justin. Bronze awards were given recognizing DI for the PSA's in the categories of "Use of Animation" and "Not-for-Profit". The PSA's also earned a silver award for art direction.

CEO REPORT

With financials out on time due to the addition of a temporary staff accountant, a more accurate budget forecast was available. Through March, the year-to-date income projection was down but the forecast is still projected to be at or only slightly below budget for the fiscal year. Imagination 4 Life payments created favorable impact on the cash balance.

With the exception of position for an instructional designer, hiring for positions has been frozen.

Suggestions have been made to the Finance Committee to study price changes for the upcoming year. The opportunity is to lower the 1 pak costs, possibly discontinue offering the 5 pak option, and investigate a per pak price with a volume discount. Discussion ensued regarding timing and policy.

New on-line registration for global finals is working well. Customer service staff is helping team managers and affiliates who are experiencing problems with registration. Rusty leads the planning effort and the staff assignments have been made. The exhibition room at global finals will be exciting for all attendees. All questions from the board should be made directly to Chuck. A room on the fourth floor of the conference center across from KCC will be dedicated to the board at global finals and drinks and snacks will be provided. The board discussed the high cost of airfare to Knoxville.

Arizona sent 55 teams to the first tournament. The Idaho state leader resigned. Delaware and Florida state leaders remained motivated and excited about the progress in their states even though the effort may not show a return until next year.

The Disney Volunteer Program appears to be extremely successful with 3,000 new volunteers for DI.

The contract with Bombay Pictures is complete and shooting in California was successful according to a report from Dick Pinney.

The Capitol REACH program is finished for this year and appears to have been successful once again.

The staff attended affiliate tournaments to support and assist. Chuck attended the Connecticut and Illinois tournaments and will be at the Texas tournament. By invitation from Chuck and Texas, Les Hardesey with the National Dairy Council will be a guest at the Texas affiliate tournament. Joe O'Brien attended the California tournament.

In regard to the sale of the Glassboro property, Current Realtor failed to bring forward a purchaser and a new realtor will be appointed.

Chuck is presently pursuing an I-3 grant from the Department of Education. Deadline for filing is May 11, 2010. The grant portion in question for filing is a matching grant. Chuck feels that in conjunction with the 3M contribution the grant would allow for challenges and events with a strong technology component.

Committee Reports

Finance Committee: Pamela Schroeder reported that the committee had reviewed the latest financials. The Finance Committee is reviewing Finance Policies and may recommend changes to the board in the near future. The need and impact of the new pricing structure will be reviewed and discussed. The committee voiced great hope in the staff's successes of securing grant funds.

Governance Committee: Karen Anderson reported that DIAD has posted a call for nominations to the board. No nominations have been received from the board's call for nominations and a request was made for Maureen Donovan to again post the nominations.

Development Committee: Valerie Conroy made an inquiry about a list of VIP's attending global finals. Linda Wayne is presently compiling the list and profiles are being generated and should be out soon. An open meeting to discuss the awards was held and another will be held to firm up any plans in regard to awards.

Management Committee: No report

Motion: Bruce Urban moved to accept all reports.
Second by Sue Oclassen

Maureen Donovan requested all room and board forms from the board members who plan to attend global finals to be sent to her as soon as possible.

Future Meetings: The next meeting will be a teleconference meeting to be held on May 12 at 8:30 Eastern time.

Motion: Bruce Urban moved to adjourn.
Second by David Thomason.
Action: Motion passed.

Meeting adjourned at 9:20 PM.

Respectfully submitted
Johnny C. Wells