

Destination ImagiNation, Inc.
BOARD OF TRUSTEES
Orlando, Florida
January 26 - 28, 2006

Thursday, January 26, 2006

8:10 a.m. The meeting was called to order by BoT Chair, Nancy Wingenbach.

ROLL CALL:

Present: Karen Anderson, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells, Nancy Wingenbach.

Also Present: Rene Goodwin, Recording Secretary.

Absent: Rosemary Bognar-Pinney

APPROVAL OF AGENDA:

The Board reviewed the three-day Agenda.

Motion: Bob Purifico moved to approve the meeting's Agenda.
Second by Brownie Mitchell.

Action: **Motion Passed.**

APPROVAL OF MINUTES:

Motion: Brownie Mitchell moved to approve the minutes from the December 13, 2005 Teleconference.
Second by Andy Loftis.

Action: **Motion Passed.**

PRESENTATION:

Bruce Lesley, a consultant from BoardSource met with the Board of Trustees and provided insight on best practices for non-profit Boards.

1:40 p.m.

Motion: Andy Loftis moved to go into Executive Session.
Second by Bob Purifico.

Action: **Motion Passed.**

2:50 p.m.

Motion: Andy Loftis moved to come out of Executive Session.
Second by Bob Purifico.

Action: **Motion Passed.**

5:00 p.m.

Motion: Val Conroy moved to recess for the day.
Second by Karen Anderson.

Action: **Motion Passed.**

Friday, January 27, 2006

8:11 a.m. Nancy Wingenbach, Chair, called the meeting to order.

ROLL CALL:

Present: Karen Anderson, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells, Nancy Wingenbach.

Also Present: Maureen Donovan, Treasurer and Rene Goodwin, Recording Secretary.

Absent: Rosemary Bognar-Pinney, Val Conroy

DIAD FUND RAISING/TASK FORCE:

Doug Maulik reported that DIAD was preparing a plan to raise funds for the DIAD meetings. When completed, this plan will be turned over to the Finance Committee for review.

The DIAD Advisory Task Force Final Report was distributed to the BoT. Doug Maulik explained that this report was compiled after a lot of input from Affiliate Directors and DI staff.

COMMITTEE RESTRUCTURING UPDATE:

Rick Sullivan shared his observations and thoughts.

- Limited number of Board Members with a limited amount of time to serve
- Expecting a great deal of work to come out of our Committees not realistic and unfair
- Limit Board Committees to five only to include: Finance, Management, Policy/ByLaws, Nominating, Strategic Plan.
- Eliminate Ad-Hoc and Task Force Committees
- Board Committees consist of only Board Members. Sub Committees to include others outside of Board.

Motion: Karen Anderson moved to rename the Nominations Committee the Governance Committee and the Policy Committee the Development Committee.

Second by Bob Purifico.

Action: **Motion Passed.**

These new Committees will appoint Chairs and each Committee will come back with a Charter/Charge for Board approval.

DISCUSSION OF BOARDSOURCE PRESENTATION:

Nancy Wingenbach reviewed with the Board the comments and observations that Board members made from the BoardSource presentation.

A discussion was held regarding the BoardSource presentation and how the Board should focus on appropriate “board business” from a corporate standpoint.

9:48 a.m.

Motion: Andy Loftis moved to go into Executive Session.
Second by Bruce Urban.

Action: **Motion Passed.**

11:00 a.m.

Motion: Karen Anderson moved to come out of Executive Session.
Second by Andy Loftis.

Action: **Motion Passed.**

Motion: Andy Loftis moved to accept the Executive Director’s evaluation and recommendations as amended by the Board.
Second by Karen Anderson.

Action: **Motion Passed.**

11:17 a.m. The meeting recessed for scheduled Committee Meetings.

4:40 p.m. The Board reconvened.

Motion: Regina O’Brien moved to recess for the day.
Second by Brownie Mitchell.

Action: **Motion Passed.**

Saturday, January 28, 2006

8:07 a.m. The meeting was called to order by Nancy Wingenbach, Chair.

ROLL CALL:

Present: Karen Anderson, Rosemary Bognar-Pinney, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O’Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells, Nancy Wingenbach.

Also Present: Maureen Donovan, Treasurer and Rene Goodwin, Recording Secretary.

Absent: Val Conroy

STRATEGIC PLANNING:

Nancy Wingenbach led the Board in reviewing the corporate Strategic Plan document initiated by the Board. Areas of review and discussion included:

- Diversity of Programming – going beyond the Flagship Program
- Growth of the Flagship Program
- Updating / History / Mission
- Redefine Goals
- Strategic Priorities

COMMITTEE REPORTS:

Management Committee: Andy Loftis, Chair

Andy Loftis reviewed with the Board, the Executive Director's Succession Plan.

Motion: The Management Committee submits for approval the Executive Director's Succession Plan.

Second by Karen Anderson.

Action: **Motion Passed.**

Motion: The Management Committee requests that the Board direct staff to provide a Business Plan annually for all current programs that indicate current status, historical performance, and the expectations for the next year. The Business Plan should include, as a minimum, how the program impacts the Mission and program cost projections.

Second by Rosemary Bognar-Pinney.

Action: **Motion Passed.**

Motion: The Management Committee requests that the Board require all new initiatives, program or products, be presented to the Board in a brief concept paper format prior to preparation of a business plan.

Second by Doug Maulik.

After a brief discussion on content of the motion, it was withdrawn and sent back to Committee.

Finance Committee: Regina O'Brien, Chair

Regina O'Brien reported that the Finance Committee has:

- Examined and reviewed the Financial Reports presented by Treasurer
- Proposal for restructuring of Membership Fees.

Motion: The Finance Committee recommends accepting in principle the proposal of restructuring membership fees that includes registration at \$100 per Team, per Challenge, or \$25 per team for

the Rising Stars! Challenge with bulk discounting as a concept with the parameters for the applicability to use it still to be determined within one week. Also to include that last year's 5-Pak memberships receive a coupon for one free team after the purchase of two teams which is intended for a one year transition for our 5-Pak participants.

Second by Bob Purifico.

Action: **Motion Passed.**

Development Committee: Karen Anderson, Chair

Karen Anderson reported on the Charge of the Development Committee to be: To develop events, methods and techniques to be used to fundraise for the corporation. The Endowment Fund is part of this Committee task.

Different Categories of fundraising include:

- Grants
- Consults – venture philanthropists, books, experts
- Corporations
- Individuals
- Big One Time Event
- Direct Mail

Motion: Recommendation from the Development Committee to approve the Charge: To develop events, methods and techniques to be used to fundraise for the corporation.

Second by Doug Maulik.

Action: **Motion Passed.**

Motion: Recommendation from Committee to move forward with the Direct Mail implementation mid June/July 2006, pending a Business Plan.

Second by Bruce Urban.

Action: **Motion Passed.**

Motion: Frank Begun moved to accept the Development Report as presented.

Second by Doug Maulik.

Action: **Motion Passed.**

Motion: Frank Begun moved to accept the Finance Report as presented.

Second by Rosemary Bogner-Pinney.

Action: **Motion Passed.**

Motion: Regina O'Brien moved to accept the Management Report as presented.

Second by Karen Anderson.

Action: **Motion Passed.**

Governance Committee: Rick Sullivan, Chair

Rick Sullivan reported on the Charter of the Governance/Nomination Committee to be:

- Ensure the development and maintenance of an up to date Policy register.
- Design, implement and maintain a selection process for the appointment of Trustees including job descriptions and skills required to be a Trustee.
- Draft Bylaw changes at the request of the Board.
- Design, implement and maintain a Board self assessment process.
- Manage Learning and Growth initiatives for the Trustees.
- Design, implement and maintain a selection process for officers of the Board (Chair, Vice-Chair, etc.)
- Other Duties as assigned by the Board.

Motion: It was the recommendation of the Governance Committee to adopt into the By-laws the change to the Trustee Term Limits to be:

- i. Trustees shall be appointed to serve a term of no longer than four (4) years.
- ii. Trustees shall serve a maximum of eight (8) consecutive years on the Board before having to take a minimum of a one (1) year hiatus from the Board with the following exceptions:
 1. Trustees seated as of August 2005 shall have only their current term considered for the limitation in Section 1.a.ii.
 2. The years 2006 and 2007 shall not be considered for the limitations in Section 1.a.i. and 1.a.ii.

The Executive Director shall serve as a non-voting member of the Board.

The President of the Destination ImagiNation Affiliate Directors organization (DIAD) shall serve as a member of the Board.

Second by Karen Anderson.

Action: **Motion Passed.**

Motion: Frank Begun moved to accept the Governance Report as presented.
Second by Regina O'Brien.

Action: **Motion Passed.**

OLD BUSINESS:

President's Report:

Bob Purifico's Report included:

- DI Flagship Program Membership
 - Individual and 5 Pak
 - DI Flagship Membership Activation
 - DI Flagship Team Numbers
 - DI Flagship "Free" Numbers
- DIcon (Corporate and Educational) Consulting
- loveLife: A report from Lucien Oakley-Smith
- PACAF Youth: *Accept the Challenge* Camp
- DI eXtreme
- DI Later
- Model Schools
- Enrichment Programs
- Rising Stars!
- Project Outreach
- Tech Effects
- Global Finals
- Center for Creative Learning
- 2006 Risorgimento Award Recipient
- Community Advisory Board Update
- DII Signature Opportunities Book Update

STRATEGIC PLANNING:

Nancy Wingenbach reviewed and discussed with the Board, all editing to the Strategic Plan. The Strategic Planning Subcommittee consisting of Nancy Wingenbach, Chair; Andy Loftis, Vice Chair; Rick Sullivan, Regina O'Brien, Bruce Urban and Bob Purifico will take all input from the Board of Trustees for a new draft to be prepared for adopting by Global Finals.

Management Committee resubmitted:

Motion: It is the recommendation of the Management Committee to request that the Board require all unbudgeted program initiatives be presented to the Board in a brief concept paper format prior to preparation of a business plan for approval.

Second by Bruce Urban.

Action: **Motion Passed.**

Motion: Brownie Mitchell moved to adjourn the meeting.
Second by Rosemary Bognar-Pinney.

Action: **Motion Passed.**
The meeting adjourned at 4:30 p.m.

Rene Goodwin
Recording Secretary

Destination ImagiNation, Inc.
Board of Trustees Meeting
February 14, 2006
Teleconference

8:03 p.m. (EST) The meeting was called to order by Chair, Nancy Wingenbach.

ROLL CALL:

Present: Karen Anderson, Frank Begun, Rosemary Bognar-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells, Nancy Wingenbach.

APPROVAL OF MINUTES:

Motion: Andy Loftis moved to approve the January, 2006 minutes as corrected.

Second by Regina O'Brien.

Action: **Motion Passed.**

Motion: Val Conroy moved to reopen the matter of the \$100 per team proposal.

Second by Karen Anderson.

Action: **Motion Passed.**

Motion: Val Conroy moved to vacate the decision as stated in the January minutes "recommends accepting in principle restructuring of membership fees that includes registration at \$100 per team, per Challenge, or \$25 per team for the Rising Stars! Challenge with bulk discounting as a concept with the parameter for the applicability to use still to be determined".

Second by Frank Begun.

Action: **Motion Passed.**

Three different proposals were introduced and discussed.

Motion: Karen Anderson moved for the Executive Director and staff to develop a cost cutting prioritized list up to \$300,000 including list of current cuts for this fiscal year as presented on February 14, 2006. The Executive Director is to come back to the BoT within a two week period for a review of the appropriate reduction in expenses.

Second by Brownie Mitchell.

Action: **Motion Passed.**

Motion: Rick Sullivan moved for the increase in membership fees to be based on Plan C as presented by the Executive Director. Individual memberships will be \$110 and the 5 Pak will be \$225. Authorization is granted to the Executive Director to proceed to implement the plan.

Second by Andy Loftis.

Action: **Motion Passed.**

The Executive Director was authorized to negotiate and execute contractual agreements as directed by the Board with specific Destination ImagiNation affiliates.

Motion: Andy Loftis moved for the Chair of the Board and the Executive Director and DIAD President to announce this to the AD's through the DIAD List and ask them to forward the email in its entirety to their key people. It will then be sent to all the members.

Second by Rick Sullivan.

Action: **Motion Passed.**

Motion: Frank Begun moved for adjournment.

Second by Rick Sullivan.

Action: **Motion Passed.**

The meeting adjourned at 11:10 p.m.

Minutes provided by Karen Anderson.

**DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
March 14, 2004**

Call to Order

8:05 p.m. EST

The meeting was called to order by Board Chair, Nancy Wingenbach.

Roll Call

Present:

Karen Anderson, Frank Begun, Rosemary Bognar-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells and Nancy Wingenbach. Also present, Maureen Donovan, Treasurer; and Rene Goodwin, Recording Secretary.

Approval of Agenda

Motion:

Bruce Urban moved to approve the evening's Agenda.
Second by Regina O'Brien.

Action:

Motion Passed.

8:09 p.m. EST

Motion:

Bob Purifico moved to go into **Executive Session**.
Second by Andy Loftis.

Action:

Motion Passed.

9:56 p.m.

Motion:

Moved by Rick Sullivan, seconded by Regina O'Brien:

1. The recommendation of the Executive Director to reduce expenses in the 2006 budget totaling \$116,000 be approved.
2. The Executive Director prepare a communication to the stake holders for Board approval and distribution, reviewing the reduction in expenses from the 2006 budget, additional income received to date not in the 2006 budget, Trustees' commitment to personally contribute in the 2006 fiscal year and Board of Trustee initiatives for fund raising for the 2006 fiscal year.
3. The level of Affiliate rebates be reviewed and set for the 2006 fiscal year upon review of the 2006 year end financial statements.

Action:

Motion Passed.

Motion:

Rick Sullivan moved to adjourn the meeting.
Second by Regina O'Brien.

Action:

Motion Passed.

The meeting adjourned at 10:08 p.m.

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
April 11, 2006

Call to Order
8:03 p.m. EDT

The meeting was called to order by Chair, Nancy Wingenbach.

Roll Call
Present:

Karen Anderson, Frank Begun, , Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Johnny Wells and Nancy Wingenbach. **Also Present:** Maureen Donovan, Treasurer and Rene Goodwin, Recording Secretary.

Absent: Rosemary Bognar-Pinney, Val Conroy and Bruce Urban

Approval of Agenda

Motion: Bob Purifico moved to approve the evening's Agenda.
Second by Regina O'Brien.

Action: **Motion Passed.**

Minutes

Motion: Karen Anderson moved to approve the minutes of the February 14, 2006 and March 14, 2006 Teleconference meetings.
Second by Brownie Mitchell.

Action: **Motion Passed.**

Treasurer's Report

Maureen Donovan, Treasurer presented a Treasurer's Report.

President's Report

President's Report covered the following:

- DI Flagship Program
- DIcon (Corporate and Educational) Consulting
- loveLife
- Enrichment
- DI Extreme
- DI Later
- Model Schools
- Rising Stars!
- Project Outreach
- Tech Effects
- Global Finals
- DI Military
- Annual Report 2005
- Technology Letter

Old Business

Global Finals Meeting

A Tuesday evening (May 23, 2006) 8:00 p.m. Board Meeting will be held to discuss matters related to personnel.

An open Board Meeting will also be held on Sunday morning, May 28, 2006 at 9:00 a.m. in the William Blount Room in the Marriott.

Committee Reports:

Development Committee – Karen Anderson, Chair
Karen Anderson, Chair of the Development Committee reported on two items.

- Direct Mail Donation Letter (to be distributed immediately following Global Finals)
- “Fly Guy” Fund Raiser at Global Finals (dependent on Board donations and report from UT regarding TN’s state regulations)

Future Items to Come to the Board:

Update on Committees and Charges to be published and sent out to the Board
Business Plan for May 9, 2006 Agenda

Notice of Next Meeting:

May 9, 2006 Teleconference

9:10 p.m.

Motion: Rick Sullivan moved to go into Executive Session.
Second by Brownie Mitchell.

Action: **Motion Passed.**

10:30 p.m.

Motion: Rick Sullivan moved to adjourn.
Second by Regina O’Brien.

Action: **Motion Passed.**

The meeting adjourned at 10:30 p.m.

**DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
May 9, 2006**

Call to Order

8:05 p.m. EDT The meeting was called to order by Board Vice Chair, Andy Loftis

Roll Call

Present: Karen Anderson, Frank Begun, Rosemary Bognar-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells and Nancy Wingenbach.

Agenda The Agenda was approved with changes.

Minutes: Approval of the April 11, 2006 minutes will be deferred to the May 23, 2006 meeting in Knoxville.

Treasurer's Report:

The Treasurer's Report was not available for review and will be presented at the meeting on May 28, 2006 in Knoxville.

Motion: Val Conroy moved that the Executive Director be authorized to hire a bookkeeper as needed.

Second by Regina O'Brien.

Action: **Motion Defeated.**

The Executive Director was directed to review and report to the Board on what is needed to provide financial reporting according to the schedule provided by the Board. Response requested at the June meeting.

President's Report

Bob Purifico presented a President's report.

The staff is to provide Board members with a schedule of all Global Finals activities and meetings.

The Executive Director was directed to provide a report on Dicor non-profit status and any recommended actions that may be required. The report preparation is requested after Global Finals.

Thanks was expressed to Rick Sullivan for his assistance in acquiring \$4000 of software at no cost to Destination ImagiNation, Inc.

New Business:

Motion: Karen Anderson moved that the Fall DIAD meeting be established as an annual priority for Destination ImagiNation, Inc. The 2006 fall meeting will be funded with a cost cap of \$35,000.
Second by Bob Purifico.

Action: **Motion Passed.**

Brownie Mitchell recommended that the Board provide a certificate of recognition to the Affiliate Directors in thanks for their work and efforts to Destination ImagiNation. Brownie will provide the certificates this year and the Awards Committee will be requested to provide recognition for the ADs in future years.

Old Business:

Bruce Urban addressed the Board on his personal concerns about the commitment letter recently submitted to Trustees for signature.

The fund raising letter from the Board of Trustees is complete and scheduled to go out after Global Finals.

A Task Force was set to review past minutes of Board meetings and gather and catalog all policies adopted by the Board of Trustees. The members of the Committee will be Val Conroy, Karen Anderson, Rene Goodwin, Bob Purifico and Nancy Wingenbach. A status report will be provided at the June meeting.

Rick Sullivan requested that a discussion be added to the January or February 2007 Board meeting Agenda to establish a budget for the Fall 2007 DIAD meeting.

The Chair presented correspondence received to the Board from the DIAD Executive Committee. The Executive Director will respond to the correspondence.

Regina O'Brien recognized Staff efforts and successes over the past month during preparation for Global Finals and expressed the appreciation of the Board of Trustees.

Motion: Andy Loftis moved to adjourn.
Second by Rick Sullivan

Action: **Motion Passed.**

Minutes provided by Andy Loftis.

Minutes approved May 28, 2006

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES MEETING
May 28, 2006
University of Tennessee, Knoxville

9:07 a.m. Meeting was called to order by Chair, Nancy Wingenbach.

ROLL CALL: **Present:** Karen Anderson, Frank Begun, Rosemary Bognar-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells and Nancy Wingenbach.
Also present: Maureen Donovan, Treasurer; Rene Goodwin, Recording Secretary.

APPROVAL OF AGENDA:

Motion: Andy Loftis moved to approve the Agenda.
Second by Regina O'Brien.

Action: **Motion Passed.**

APPROVAL OF MINUTES:

Motion: Brownie Mitchell moved to approve the minutes of the April 11, 2006 and May 9, 2006 Teleconferences.
Second by Regina O'Brien.

Action: **Motion Passed.**

Rick Sullivan re-presented to Bob Purifico the Award previously given to him on Wednesday evening at Opening Ceremonies.

TREASURER'S REPORT:

Maureen Donovan, Treasurer, reported that Destination ImagiNation, Inc. received a \$500 donation from a member of the DI community that was used for a team member from Turkey to travel to Global Finals and perform with her team.

Also reported:

Arkansas DI supported their thirteen first place teams with a check for \$1,000 each toward their Global Finals room and board, through a grant from the Arkansas Legislature.

WACY, through a 21st Century CCL grant from the Wyoming Department of Education, was able to fund all sixteen of their Global Finals teams.

For the sixth consecutive year, Maryland Creative Problem Solvers received a \$75,000 grant from the legislature of the State of Maryland and the State Department of Education. This grant

money helps fund attendance at Global Finals for all their team members and Team Managers.

Motion: Karen Anderson moved to accept the Treasurer's Report.
Second by Andy Loftis.

Action: **Motion Passed.**

EXECUTIVE DIRECTOR'S REPORT:

Bob Purifico reported on:

- Recognized DI staff's accomplishment for Global Finals 2006
- VIPs in attendance at d2k.SIX and Sponsor Assistance

DIcor - Roger Garriock reported:

- Value of DIcor EDU to DI
- Recent and Future Engagements

Programs- Rusty McCarty reported on d2k.SIX participation:

- Accept the Challenge Camp (208 kids) w/Alumni
- Enrichment Programs
- DI Later (ImagiNation for Life)
- Tech Effects Rally (Sponsor 3M)
- DI eXtreme – doubled participation /added new Colleges – easy and accessible for DI eXtreme
- Rising Stars! (2 teams at Global Finals) Additional resources will include Cookbook and Activity Centers Book
- Project outReach – Two teams at Global Finals / four different geographic areas. Kit #2 to be launched in two months
- Challenge DIvelopment/Flagship Program 2007-08 to take place in June
- International Growth – 22%

Pin Trading Guidelines - Pin Man – Frank Begun

- Pin trading - different/better attitude this year
- Great feedback from questionnaire
- Consideration of Mascot
- Exhibit pins in Art Museum possibility for next year

Nancy Wingenbach, Board Chair, extended her appreciation to the DI staff for a job well done.

ALLIED ORGANIZATION UPDATE:

University Report – Chris Groberg reported:

- University Teams remain committed to the Flagship Program and are excited with the addition of DI eXtreme.
- Mixed teams exploring all options because of flexibility

- 13 University Teams competed in Team Challenges
- 17 Total Max/Super Max Teams at GF

CAB (Community Advisory Board) Report – Regina O’Brien reported:

- Representatives met at d2k.SIX from Velcro, Flair Communication, National Dairy Association, 3M and the Delphi Group
- Buzz Word – Innovation
- Three prong approach to revenue (Corporate, Government and Foundation)
- Number One Product = People

DIAD – Doug Maulik reported:

- DIAD met Tuesday & Wednesday
- Recommendations from GF meeting forthcoming
- Fall meeting scheduled for September 28th – October 1st in Knoxville.
- Thanks to everyone for all their hard work in making d2k.SIX a success.

VOMBO – Karen Anderson reported:

- VOMBO Sales generated over \$8,000; Silent Auction for DI Pins - \$500; VOMBO Collection - \$250
- \$10,000 in Scholarships awarded

Alumni – Jordan Cormier reported that DI Alumni set three short term goals for the year that were met. They were:

- Improve Communication
- Income to Supplement (Alumni) Board Agenda
- Service for Affiliates

NEW BUSINESS:

Discussion took place regarding the pairing of the Fall DIAD meeting in Knoxville with a Board Meeting.

Motion:

Karen Anderson moved for the Board to meet in the Fall in conjunction with the DIAD meeting to arrive on Saturday to interact and meet with DIAD in the afternoon/evening with plans to meet as a Board until Monday afternoon. (September 30th – October 2nd)

Second by Frank Begun.

Action:

Motion Passed.

Wayne Kurtzman, Web Room Group Leader, was on hand to give some website statistics. He reported that there were already 3700

images on the website from d2k.SIX and that there were about 5,000 user sessions an hour during the week which doubled on Saturday evening.

Nancy Wingenbach thanked the Board for the work they did this week and the progress they have made by working together as a team.

Motion: Bruce Urban moved for adjournment.
Second by Bob Purifico.

Action: **Motion Passed.**

The meeting adjourned at 10:50 a.m.

Rene Goodwin
Recording Secretary

Minutes approved June 13, 2006

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES MEETING
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University of Tennessee, Knoxville

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Second by Regina O'Brien.

Action: **Motion Passed.**

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Motion Passed.

Wayne Kurtzman, Web Room Group Leader, was on hand to give some website statistics. He reported that there were already 3700

images on the website from d2k.SIX and that there were about 5,000 user sessions an hour during the week which doubled on Saturday evening.

Nancy Wingenbach thanked the Board for the work they did this week and the progress they have made by working together as a team.

Motion: Bruce Urban moved for adjournment.
Second by Bob Purifico.

Action: **Motion Passed.**

The meeting adjourned at 10:50 a.m.

Rene Goodwin
Recording Secretary

**DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
June 13, 2006**

Call to Order

8:05 p.m. EDT

The meeting was called to order by Board Chair, Nancy Wingenbach.

Roll Call

Present:

Karen Anderson, Frank Begun, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban. Nancy Wingenbach. **Also present:** Maureen Donovan, Treasurer; Linda Wayne, Vice President of Marketing; Rene Goodwin, Recording Secretary.

Rosemary Bognar-Pinney joined the meeting at 9:25 p.m.

Absent:

Val Conroy, Johnny Wells

Approval of Agenda

Motion:

Regina O'Brien moved to approve the Agenda.
Second by Brownie Mitchell.

Action:

Motion Passed.

Approval of Minutes

Motion:

Andy Loftis moved to approve the Minutes from May 23rd and May 28th, 2006.
Second by Karen Anderson.

Action:

Motion Passed. (1 Abstention)

Treasurer's Report

Maureen Donovan, Treasurer, reviewed the Quarterly Reports with the Board.

Questions were received and clarified.

Motion:

Regina O'Brien moved to accept the Treasurer's Report.
Second by Brownie Mitchell.

Action:

Motion Passed.

Executive Director's Report

Linda Wayne, Vice President of Marketing, was on the Teleconference to present the Marketing Report.

She reported that the sponsors that continue to support the organization are: National Dairy Council, 3M and Velcro USA, Inc.

Other companies that have done some type of sponsorship include: Dollywood, Maloney Strategic Communications, Inc., OfficeMax, Passageways Travel, Staples, Suputo USS Inc. and the University of Tennessee.

Linda reported that 67 VIPs attended d2k.SIX. Forty-five of the VIPs were first time attendees to the event.

After she presented her report, Linda left the conference call at 8:45 p.m.

Bob Purifico's Report also covered the following:

- DI Flagship Program
- Global Finals
- DIcon (Corporate and Educational) Consulting
- loveLife
- PAC Enrichment Summer Program
- Model Schools
- Rising Stars!
- Finance Team Recommendation

Motion: Rick Sullivan moved that the Finance Committee move forward with the investigation of their recommendation to hire additional finance personnel and report back to the Board with more detailed information.

Second by Andy Loftis.

Action: **Motion Passed.**

Committee Reports

Governance Committee – Rick Sullivan, Chair

Rick Sullivan reported that the Governance Committee has been working on getting the postings ready for the Bylaws changes.

Motion: Rick Sullivan moved for the posting of the Bylaws changes for 30 days after which they will be adopted at the next Board meeting.

Second by Brownie Mitchell.

Action: **Motion Passed.**

The Governance Committee is also discussing:

- Chair Succession Policy (structuring/cycle)
- Executive Committee concept
- Additional Trustees
- Board Self Evaluation

Ad Hoc Policy Committee – Karen Anderson, Chair

Karen Anderson reported that this Ad Hoc Committee is in the process of pulling all motions from BoT Minutes (1999 to present) and collating them into sections for policies.

Strategic Planning/Board Member Expectations – Nancy Wingenbach

Nancy Wingenbach reviewed with the Board the “Board of Trustees Roles and Responsibilities” draft which was electronically sent out to the BoT.

Future Items to Come to the Board

Permanent Meeting Dates – set three years out

Nancy Wingenbach will put together a calendar for the next three years with tentative dates for the Board to review. Teleconferences will be set for the second Tuesday of each month. Global Finals’ dates will be submitted to Nancy for inclusion in this draft of meeting dates.

Notice of Next Meeting

July 11, 2006 Teleconference – 8:00 p.m. EDT

Motion: Andy Loftis moved for adjournment.
Second by Karen Anderson.

Action: **Motion Passed.**

The meeting adjourned at 9:45 p.m.

Rene Goodwin
Recording Secretary

Minutes approved July 27, 2006

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
MINUTES
July 27 – 29, 2006
Mt. Laurel, New Jersey

Thursday, July 27, 2006

8:10 a.m. The meeting was called to order by Chair, Nancy Wingenbach.

Roll Call:

Present:

Karen Anderson, Frank Begun, Rosemary Bognar-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells and Nancy Wingenbach.

Also Present: Maureen Donovan, Treasurer and Rene Goodwin, Recording Secretary.

Election of Chair & Vice Chair:

Nancy Wingenbach opened the floor for nominations for Chair of the Board.

Rosemary Bognar-Pinney nominated Andy Loftis for Chair.
Second by Karen Anderson.

By acclamation, **Andy Loftis was elected Chair of the Board.**

Nancy Wingenbach presented Andy Loftis with the gavel and turned the meeting over to him.

And Loftis opened the floor for nominations for Vice Chair.

Karen Anderson nominated Nancy Wingenbach for Vice Chair of the Board.
Second by Val Conroy.

Nancy Wingenbach was elected Vice Chair of the Board by acclamation.

Establish Committees:

Andy Loftis suggested that the Committees remain the same for the start of scheduled meetings this week so in progress items can be completed. Committee Chairs will remain the same with Nancy Wingenbach taking over the Chair of Management.

Governance Committee – Rick Sullivan, Chair
Development Committee – Karen Anderson, Chair

Finance Committee – Regina O’Brien, Chair
Management Committee – Nancy Wingenbach, Chair

Approval of Minutes:

Motion: Nancy Wingenbach moved to approve the minutes of June 13, 2006.
Second by Rosemary Bognar-Pinney.

Action: **Motion Passed** - 1 abstention.

Approval of Agenda:

Motion: Bruce Urban moved to approve the amended Agenda.
Second by Brownie Mitchell.

Action: **Motion Passed.**

8:30 a.m. The Finance & Management Committees met.

10:50 a.m. Finance Committee Update – Regina O’Brien, Chair
Regina O’Brien reported that the Finance Committee reviewed:

- Financial Reports
- Budget Projections
- Solicitation Letter
- Changing Fiscal Year

Management Committee Update – Nancy Wingenbach, Chair
Karen Anderson reported that the Management Committee reviewed and discussed:

- President’s Evaluation with new format/timeline, goals set and parameters

11:30 a.m. Policy - Discussion on Past Motions – Karen Anderson & Brownie Mitchell
What is a Policy? According to BoardSource, a policy is any motion that has been approved by the Board (excluding Minutes, Treasurer’s Reports)
Karen Anderson and Brownie Mitchell collected minutes from 2000 thru 2006 and reviewed and categorized, with the Board of Trustees, all motions that should be put into Policy.
Also reviewed were policies that should remain in place.

1:55 p.m. Governance & Development Committees met.

3:40 p.m. Motion: Bob Purifico moved to go into Executive Session
Second by Frank Begun.

Action: **Motion Passed.**

4:08 p.m.

Motion: Frank Begun moved to come out of Executive Session.
Second by Brownie Mitchell.

Action: **Motion Passed.**

Governance Committee Update – Rick Sullivan, Chair
Rick Sullivan reported that the Governance Committee’s Short Term Task List includes:

- Additional Trustees
- Duties of Trustees
- Review Bylaws re: new structure
- SOX Guidelines

Long Term Task List includes:

- Maintaining Policies and Records
- Succession Planning for BoT Officers
- Concept of Executive Committee as Board expands

Motion: Recommendation from the Governance Committee to construct/draft a Bylaw to deal with family members being part of the Board.

Second by Frank Begun.

Action: **Motion Defeated.**

Development Committee Update – Karen Anderson, Chair
Karen Anderson reported that the Development Committee reviewed and discussed:

- Keeping same Charge
- Mascot (Do we need one?)
- Ways to improve Fundraising

4:50 p.m. The Board recessed for the day.

Friday, July 28, 2006

8:04 a.m. The Board went into Executive Session

9:30 a.m. The Board came out of Executive Session

10:45 a.m. Andy Loftis, Chair, reviewed/modified with the BoT the Agenda for the day.

Motion: Regina O’Brien moved to approve the modified Agenda.
Second by Val Conroy.

Action: **Motion Passed.**

Goals & Strategic Planning – Nancy Wingenbach
Nancy Wingenbach introduced a model for establishing goals across the Board. The format suggested, is to establish goals and

then set action steps for each goal, a calendar to measure and implement and eventually will also include a cost faction.

The Board proceeded to establish seven Goals and discussed/listed action steps to achieve each goal.

3:00 p.m. Committees Met

4:00 p.m. The Board reviewed Goals/Actions and held an open evaluation session.

4:30 p.m.
Motion: Nancy Wingenbach moved to go into Executive Session.
Second by Regina O'Brien.
Action: **Motion Passed.**

5:43 p.m.
Motion: Regina O'Brien moved to come out of Executive Session and recess for the day.
Second by Val Conroy.
Action: **Motion Passed.**

Saturday, July 29, 2006

8:15 a.m. Andy Loftis, Chair, called the meeting to order.

The Agenda for the day was reviewed and modified.

Motion: Rosemary Bognar-Pinney moved to approve the modified Agenda.
Second by Val Conroy.
Action: **Motion Passed.**

President's Report – Bob Purifico

Bob Purifico's Report covered:

- Pacific Camps
- Challenge Development Session
- D'cor
- Publishing new "Tool" book
- New Look for "Shop DI"
- Retiring ADs
- Sponsorship Opportunities / New Signature Opportunities book.

Motion: Nancy Wingenbach moved to receive the President's Report.
Second by Karen Anderson.
Action: **Motion Passed.**

COMMITTEE REPORTS:

Finance Committee – Regina O’Brien, Chair

Regina O’Brien reported on:

- Receipt and Review of Financial Statements
- Best Practices
- Status of BoT Contributions
- Solicitation Letter Status (\$1450 received to date)
- Budget Issues
 - Projections for Income & Expenses
 - Budget Projections for Personnel for 1 year
 - Final Budget by end of August

Motion: The Finance Committee moved, that in lieu of a full budget, we ask that the management of the corporation operate in the normal course of business and bring any extraordinary expense needs to the full Board for approval. The budget is expected to be ready by the end of August and will be presented to the Board at the September meeting for approval.

Second by Val Conroy.

Action: **Motion Passed.**

Motion: The Finance Committee recommended changing the fiscal year **from** August 1st thru July 31st **to** October 1st thru September 30th. **and** that DI provide technical assistance with the change over, to those Affiliates under the corporate umbrella, if requested.

Second by Bob Purifico.

Action: **Motion Passed** – 7 yes 5 no

The Executive Director will correspond with all Affiliates who will be affected and offer assistance.

Regina O’Brien continued with the Finance Committee Report:

- Affiliate Rebates remain in Budget with final amounts to be determined year end
- Staff Merit Pay (will revisit)

Future Finance Committee List includes:

- Travel Rebates for Global Finals
- Investment Policy
- Research on SOX Practices

10:55 a.m.

Motion: Bob Purifico moved to go into Executive Session.

Second by Rick Sullivan.

Action: **Motion Passed.**

11:15 a.m.

Motion: Rick Sullivan moved to come out of Executive Session.
Second by Bob Purifico.

Action: **Motion Passed.**

Motion: Rick Sullivan moved: Be it resolved that the Board authorizes the President, as presented in his report, to move forward with adding a new staff member as recommended by the Board.
Second by Regina O'Brien.

Action: **Motion Passed.**

Motion: Bob Purifico moved to accept the Finance Report.
Second by Doug Maulik.

Action: **Motion Passed.**

Management Committee – Nancy Wingenbach, Chair
Nancy Wingenbach thanked Andy Loftis for the past year's work with the Management Committee. Nancy Wingenbach reported:

- Expecting Personnel contract to come before the Committee in October for approval
- Executive Director succession Plan completed
- Population Diversity of Flagship Program

The following three recommendations came from the Management Committee:

Motion: The Executive Director and DIAD to collect data available on diversity of participant population (ethnic, geographical, socio-economic) current activities related to diversity and suggestions for how we might "outreach".
Second by Karen Anderson.

Action: **Motion Passed.**

Motion: The Board of Trustees adopt the Roles/Responsibilities document including Self-Evaluation page.
Second by Frank Begun.

Action: **Motion Passed.**

Motion: The Board of Trustees approve the revisions in the evaluation process for the President's Performance for the 2005-2006 year.
Second by Karen Anderson.

Action: **Motion Passed.**

Motion: Rick Sullivan moved to accept the Management Committee's report.
Second by Frank Begun.

Action: **Motion Passed.**

Governance Committee – Rick Sullivan, Chair

Rick Sullivan reported on the following Six Items:

- Recommendation for Ad Hoc Committee working on policies:

Motion: Be it resolved that reasonable travel expenses be approved for a one time meeting for three members of the Governance Committee for completion of the AD Hoc Committee's work on policies.
Second by Regina O'Brien.

Action: **Motion Passed.**

- Notice of Change in By-Laws adopted (posted June 14, 2006, adopted July 14, 2006)
- Information (Draft) on election of new Trustees (1 or more by August 2007)
- Committee Charter & Structure – published for next meeting
- Duties of the Trustees
- Board Executive Committee Concept

Motion: Frank Begun moved to accept the Governance Committee Report.
Second by Rosemary Bognar-Pinney.

Action: **Motion Passed.**

Development Committee – Karen Anderson, Chair

Karen Anderson reported on:

- Donations/Endowment Fund

Recommendation from Committee:

Motion: All individual donations beginning from January 1, 2006, unless otherwise designated, must be put into the Endowment Fund.
Second by Rosemary Bognar-Pinney.

Action: **Motion Passed.**

- All donors to DI, Inc. be listed in the Global Finals Program Book and on the DII website.
- A Donor Database be maintained for the Board.
- Solicit advertising to put into Program Books for Global Finals.

Motion: Brownie Mitchell moved to accept the Development Committee Report.

Second by Rick Sullivan.

Action: **Motion Passed.**

Goals Session

The Board reviewed and prioritized the Goal categories and actions previously worked on.

Dates for Meetings

It was discussed and decided that the last Thursday in January and July be designated as dates for the BoT's face to face meetings, with Wednesday and Sunday as travel days.

The Sunday after the Global Finals Award Ceremony is also a designated meeting day.

The Fall BoT meeting will remain in conjunction with DIADs meeting dates.

4:50 p.m.

Motion:

Bob Purifico moved to go into Executive Session.
Second by Regina O'Brien.

Action:

Motion Passed.

5:30 p.m.

Motion:

Bob Purifico moved to come out of Executive Session.
Second by Regina O'Brien.

Action:

Motion Passed.

Motion:

Nancy Wingenbach moved to adjourn the meeting.
Second by Karen Anderson.

Action:

Motion Passed.

The meeting adjourned at 5:35 p.m.

Rene Goodwin
Recording Secretary

Minutes approved September 12, 2006

Destination ImagiNation, Inc.
Board of Trustees Teleconference
August 15, 2006

8:05 p.m. EDT The meeting was called to order by Chair, Andy Loftis.

Roll Call:

Present: Karen Anderson, Rosemary Bognar-Pinney, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Johnny Wells, Nancy Wingenbach.

Absent: Frank Begun, Val Conroy, Rick Sullivan and Bruce Urban.

Motion: Regina O'Brien moved to approve the Agenda.
Second by Karen Anderson.

Action: **Motion Passed.**

Committee Reports:

Management Committee - Nancy Wingenbach, Chair
The President's evaluation, by each Board Member is due to the Management Chair by September 1, 2006.

Finance Committee - Regina O'Brien, Chair
The Budget will be presented to the Board by the October 1, 2006 meeting in Knoxville.

Governance Committee – Rick Sullivan, Chair
The Governance Committee is working on the review of existing policies and expects to have any required changes to present to the Board by the September Teleconference. The Ad Hoc Committee is preparing policies from votes listed in past minutes and will meet October 20 – 22nd.

Development Committee – Karen Anderson, Chair
The Development Committee has settled on designation and ranges for gift levels.

Motion: The Development Committee moved that the Donor Acknowledgement Policy be modified to read: Donor levels to be set at Bronze \$1 - \$299; Silver \$300 - \$499; Gold \$500 - \$999 and Platinum \$1,000 and above. All Donors, at the conclusion of the fiscal year, (unless they have declined to be acknowledged) will be listed by category in the Spring *DImaginings*, The Website, The Annual Report, The Global Finals Program Book and a placard that can be hung at Global Finals annually.
Second by Regina O'Brien.

Action: **Motion Passed.**

President's Report

Bob Purifico, President, gave a brief report.

Motion: Rosemary Bognar-Pinney moved to adjourn.
Second by Regina O'Brien.

Action: **Motion Passed.**

The meeting adjourned at 8:53 p.m. EDT

Minutes provided by Andy Loftis

Minutes approved September 12, 2006

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
September 12, 2006

8:38 p.m. EDT The meeting was called to order by Chair, Andy Loftis.

ROLL CALL:

Present: Karen Anderson, Rosemary Bognar-Pinney, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells and Nancy Wingenbach.

Also Present: Maureen Donovan, Treasurer; and Rene Goodwin, Recording Secretary.

Absent: Frank Begun

APPROVAL OF AGENDA:

Motion: Brownie Mitchell moved to approve the Agenda for the evening's meeting.
Second by Karen Anderson.

Action: **Motion Passed.**

APPROVAL OF MINUTES:

Motion: Nancy Wingenbach moved to approve the Minutes of the July 27-29, 2006 meeting and the August 15, 2006 Teleconference.
Second by Regina O'Brien.

Action: **Motion Passed.**

COMMITTEE REPORTS:

Motion: **Management Committee** – Nancy Wingenbach, Chair
The Management Committee recommended the approval of the Training Facilitator's contract for the new year.
Second by Regina O'Brien.

Action: **Motion Passed.** 1 Abstention

Nancy Wingenbach also reported on:

- Strategic Planning – Forwarded format and chart to Management Committee and will do same with Board in preparation for further development at October meeting.
- CAB Considerations from May brought back to the table to address

Motion: Brownie Mitchell moved to accept the Management Committee's report.
Second by Regina O'Brien.

Action: **Motion Passed.**

Governance Committee – Rick Sullivan, Chair
Brownie Mitchell reported on the updated, revised existing Policies sent to the Board for their review. The following eight existing policies were put forth for approval:

1. Board of Conduct
2. Sponsorship Policy
3. Drug & Alcohol Consumption Policy
4. Board Committee Policy
5. Board Authority & Responsibility Policy
6. Policy Approval Process
7. Conflicting Employment Relationship Policy
8. Advancing to Global Finals

Motion: Nancy Wingenbach moved to approve the eight (8) policies listed above.
Second by Regina O'Brien.

Action: **Motion Passed.**

Motion: Val Conroy moved to accept the Governance Committee's report.
Second by Regina O'Brien.

Action: **Motion Passed.**

Development Committee – Karen Anderson, Chair

Karen Anderson reported:

- Reggie Bunis has been added to the Endowment Sub-Committee.
- Working on Endowment guidelines to be finalized at October meeting
- Moving forward with Fundraising events

Motion: Brownie Mitchell moved to accept the Development Committee Report.
Second by Regina O'Brien.

Action: **Motion Passed.**

Finance Committee – Regina O'Brien, Chair

Regina O'Brien reported that the Committee received the Budget the end of August for review. The Finance Committee approved the Budget and submitted to the whole Board to review before the meeting.

The Finance Committee reviewed and discussed the Budget with the full Board and questions regarding the Budget were received.

Motion: Brownie Mitchell moved to send the Budget back to the Finance Committee with the stipulation that they come back to the Board at the October meeting in Knoxville with the Budget that includes the Affiliate rebates and is balanced.
Second by Val Conroy.

Discussion ensued.

Action: Roll Call Vote on Motion:

Anderson – Yes; Bogнар-Pinney – Yes; Conroy – Yes; Loftis – No; Maulik – Yes; Mitchell – Yes; O'Brien – No; Sullivan – No; Urban – Yes; Wells – No; Wingenbach – Yes.

Motion Passed. 7-4

9:35 p.m.

Motion: Rick Sullivan moved for a short recess so that the Finance Committee could have a five minute meeting.
Second by Regina O'Brien.

Action: **Motion Passed.**

9:40 p.m.

Motion: The Finance Committee recommends approval of the Budget presented with two changes: 1) the Program Revenue – Flagship changes from \$877,000 to \$977,000 and 2) on the Expense side the Rebate line item changes from \$96,000 to \$196,000; with a note added to the Budget: The Affiliate rebates will be subject to the achievement of \$977,000 Program Revenue - Flagship and the overall surplus at the end of 2007 fiscal year.

Second by Bob Purifico.

Action: **Motion Passed.**

Motion: Karen Anderson moved to accept the Finance Committee Report.
Second by Nancy Wingenbach.

Action: **Motion Passed.**

NEW BUSINESS:

Correspondence:

Andy Loftis received correspondence from Simon Dodd that he be considered for a position on the DI Board of Trustees.

The response sent to Simon Dodd was that the Governance Committee was currently working on the selection process for new Board members and that he would be kept informed of the process and his correspondence would be presented to the Board for acceptance.

Motion: Rick Sullivan moved to receive the correspondence from Simon Dodd.
Second by Doug Maulik.

Action: **Motion Passed.**

PRESIDENT'S REPORT:

The President's Report from Bob Purifico included updates on:

- DI Flagship Program
- Global Finals
- DIcon
- Alumni
- VOMBO

Motion: Rick Sullivan moved to accept the President's Report.
Second by Regina O'Brien.

Action: **Motion Passed.**

MEETING DATES:

All Meeting dates will be added to Agendas.

It was decided that the scheduled October Teleconference meeting (October 10, 2006) be cancelled due to the October 1st and 2nd face to face meeting in Knoxville.

10:05 p.m.

Motion: Karen Anderson moved to go into Executive Session.
Second by Brownie Mitchell.

Action: **Motion Passed.**

10:22 p.m.

Out of Executive Session.

Motion: Rosemary Bognar-Pinney moved for adjournment.
Second by Brownie Mitchell.

Action: **Motion Passed.**

The meeting adjourned at 10:24 p.m.

Rene Goodwin
Recording Secretary

Minutes approved October 1, 2006

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
Knoxville, Tennessee
October 1 - 2, 2006

Sunday, October 1:
8:08 a.m.

The meeting was called to order by Chair, Andy Loftis.

ROLL CALL:

Present:

Karen Anderson, Frank Begun, Rosemary Bogner-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells, Nancy Wingenbach.

Also Present: Maureen Donovan, Treasurer; and Rene Goodwin, Recording Secretary.

APPROVAL OF AGENDA:

The Board reviewed and set the Agenda for the day.

Motion:

Brownie Mitchell moved to approve the Agenda.

Second by Karen Anderson.

Action:

Motion Passed.

APPROVAL OF MINUTES:

Motion:

Brownie Mitchell moved to approve the minutes of September 12, 2006.

Second by Nancy Wingenbach.

Action:

Motion Passed.

TECHNOLOGY PRESENTATION:

Frank Koehl, DI Technology Manager, was on hand to present to the Board the new computer system for the Flagship Program.

DIAD MEETING SUMMARY:

Doug Maulik, re-elected President of DIAD, gave a brief DIAD Meeting Summary. It was reported that it was the largest group of new Affiliate Directors in attendance. (14)

9:05 a.m.:

Committees met.

1:00 p.m.

Update Reports on Committees:

Finance Committee – Regina O'Brien, Chair

Regina O'Brien reported on:

- Year End Reports – Committee reviewed all figures on all reports – Increase in Sale of Products

- Affiliate Rebates/Merit Pay/Reserve Account recommendations discussed
- Redefining one report with all Programs

Management Committee – Nancy Wingenbach, Chair

Nancy Wingenbach reported:

- Strategic Plan Draft- Goals and Action Steps to be worked on this afternoon
- Committee may request to set aside time in Board meetings for outside issues, rumors or concerns

Governance Committee – Rick Sullivan, Chair

Rick Sullivan summarized the Governance Committee’s work:

- Chair of Board Succession Policy - Long Term
- Executive Committee
- Additional Board of Trustees
- Duties of Trustees
- Cosmetic changes to Bylaws
- Federal Guidelines
- Policies
- Year End effect on Trustees
- Self Board Evaluation
- Criteria for Trustees

Development Committee – Karen Anderson, Chair

Karen Anderson reported on:

- Endowment Guidelines/VOMBO Scholarships
- Fundraising Events

1:15 p.m.

Motion:

Karen Anderson moved to go into Executive Session.
Second by Brownie Mitchell.

Action:

Motion Passed.

3:35 p.m.

Motion:

Out of Executive Session
Johnny Wells moved to accept the performance evaluation of the Executive Director.
Second by Doug Maulik.

Action:

Motion Passed.

4:00 p.m.

Strategic Plan – Nancy Wingenbach
Nancy Wingenbach led the Board in reviewing and restructuring the Goals and Action Steps of the Strategic Plan Draft.

4:50 p.m.

Motion: Bruce Urban moved to recess for the day.
Second by Brownie Mitchell.

Action: **Motion Passed.**

Monday, October 2

8:30 a.m. Andy Loftis called the meeting to order. All Board Members were present.
The Agenda was reviewed for the day.

8:45 a.m.

Motion: Val Conroy moved to go into Executive Session.
Second by Nancy Wingenbach.

Action: **Motion Passed.**

9:35 a.m. Out of Executive Session

PRESIDENT'S REPORT:

Bob Purifico's report included:

- What's Up for 2006-2007
- Current Flagship Memberships
 - Year to Year Participation
 - International Teams
 - Growth
 - Educational Conferences
 - Recruiter Kits
- ATD – What's new
- Martha Stewart – October 9, 10 & 11th
- Staples
- Public Relations/Awareness – Andy Bowen
- Global Finals 25th Anniversary Celebration
- Thomas Friedman – Creativity Award
- Status of VOMBO

Motion: Rick Sullivan moved to accept the President's Report.
Second by Regina O'Brien.

Action: **Motion Passed.**

COMMITTEE REPORTS:

Finance Committee – Regina O'Brien, Chair

Motion: It is the recommendation of the Finance Committee to receive the Financial Reports.

Second by Val Conroy.

Action: **Motion Passed.**

Regina O'Brien read aloud a letter of financial recommendations received from the corporate Accountants upon completion of the year end audit.

Motion: The Finance Committee recommends the receipt of letter from the corporate Accountants.

Second by Val Conroy.

Action: **Motion Passed.**

Motion: The Finance Committee moves to accept the recommendations from the corporate Accountants and place \$23,000 in reserve; \$25,000 for Merit Pay and include \$10.50 per team for rebates.

Second by Val Conroy.

Action: **Motion Passed.**

Regina O'Brien also reported:

- Filing for new Fiscal Year has taken place
- Committee will work to appoint auditors for 2008 Fiscal Year
- Financial Policies to continue on line and will include Investment Ethics Policy

Motion: The Finance Committee moved to accept the Finance Report.

Second by Nancy Wingenbach.

Action: **Motion Passed.**

Management Committee – Nancy Wingenbach, Chair

Nancy Wingenbach reported that the Management Committee continues to work on:

- Strategic Plan Draft for January's meeting
- Collection of Diversity Data – will submit report
- Revision of ED/President Evaluation Form – draft of new form for January's meeting
- President's Evaluation Review – mid cycle
- Program Year – Self Evaluation to be developed, formatted and implemented at end of Program Year
- Suggest time be set aside for Board issues that have surfaced and be added to Agenda

Motion: Rick Sullivan moved to receive the Management Committee's Report.

Second by Regina O'Brien.

Action: **Motion Passed.**

Governance Committee – Rick Sullivan, Chair

Motion: It is the recommendation of the Governance Committee to extend the terms of all currently seated Board members to September 30th

of the appropriate year their term concludes in order to align with our new year end.

Second by Regina O'Brien.

Action: **Motion Passed.**

Motion: The Governance Committee recommends to seat a maximum of two (2) Trustees effective October 1, 2007 for terms to be determined by the Board.

Second by Regina O'Brien.

Action: **Motion Passed.**

Motion: It is the recommendation of the Governance Committee that all nominations provided by DIAD for the role of Trustee, must be approved by a majority vote of the members of DIAD at a duly called meeting.

Second by Regina O'Brien.

Discussion ensued.

Motion: Doug Maulik moved that this motion be deferred until November's Teleconference meeting.

Second by Frank Begun.

Action: **Motion Passed.**

Motion: It is the recommendation of the Governance Committee that the Board receive the list of term expiration dates for currently seated Trustees. (attached)

Second by Doug Maulik.

Action: **Motion Passed.**

Motion: It is the recommendation of the Governance Committee to approve, with amendments as required, the framework presented for the Trustee Election process.

Second by Brownie Mitchell.

Action: **Motion Passed.**

Motion: Brownie Mitchell moved to accept the Governance Committee Report.

Second by Frank Begun.

Action: **Motion Passed.**

Development Committee – Karen Anderson, Chair

Karen Anderson reported:

- Reggie Bunis, PA AD and Pam Schroeder, MN AD and Venture capitalist, have been invited to be on the Endowment Subcommittee.

Action Plan Items currently working on include:

- Fly Guy Raffle
- Happy Ads/GF Packets
- Congratulatory Survivor Kits
- Pin Collection Preview Night
- Board Member Donations for new year
- Direct Mail Campaign
- Grant Writing

Motion: Brownie Mitchell moved to accept the Development Committee's report.

Second by Doug Maulik.

Action: **Motion Passed.**

The Board of Trustees reviewed upcoming Meeting Dates.

November 14, 2006 – Teleconference

December 12, 2006 - Teleconference

12:30 p.m

Motion: Karen Anderson moved to go into Executive Session.

Second by Brownie Mitchell.

Action: **Motion Passed.**

1:15 p.m.

Out of Executive Session.

Motion: Rick Sullivan moved to receive and accept the recommendations of the Chair and Vice Chair regarding the year end appraisal and compensation adjustment of the President of the corporation.

Second by Regina O'Brien.

Action: **Motion Passed.**

Board Business and Dialog

CAB Follow Up – Nancy Wingenbach

- Reviewed CAB listing from Howard Kingsford
- CAB has been charged with restructuring Goal
- Key Considerations of CAB assigned to Nancy and Regina

Motion: Brownie Mitchell moved to accept the CAB Report.

Second by Karen Anderson.

Action: **Motion Passed.**

Motion: Doug Maulik moved to accept the DIAD Recommendation for the BoT.

Second by Johnny Wells.

Action: **Motion Passed.**

1:52 p.m.

Motion: Karen Anderson moved to go into Executive Session.
Second by Val Conroy.

Action: **Motion Passed.**

2:02 p.m. Out of Executive Session.

Final BoT discussions included:

- January/February Meeting Location
- Pins/Vendors
- List of Action Items for individual Board members
- Recognition for ADs from Board of Trustees
- Global Finals Events for Board of Trustees
- Organizational Chart/Board of Trustees

Motion: Frank Begun moved for adjournment.
Second by Rosemary Bognar-Pinney.

Action: **Motion Passed.**

The meeting adjourned at 3:30 p.m.

Rene Goodwin
Recording Secretary

Attachments:
BoT Expiration Terms

Minutes approved November 14, 2006

**Destination ImagiNation, Inc.
Board of Trustees**

| | <u>Trustees Term Expires</u> |
|------------------------|-------------------------------------|
| Nancy Wingenbach | September 30, 2008 |
| Richard Sullivan | September 30, 2008 |
| Val Conroy | September 30, 2008 |
| | |
| Andy Loftis | September 30, 2009 |
| Bruce Urban | September 30, 2009 |
| Frank Begun | September 30, 2009 |
| | |
| Karen Anderson | September 30, 2010 |
| Brownie Mitchell | September 30, 2010 |
| Regina O'Brien | September 30, 2010 |
| | |
| Johnny Wells | September 30, 2011 |
| Rosemary Bognar-Pinney | September 30, 2011 |

Attachment to Minutes
10/02/06

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
November 14, 2006

8:05 p.m. EST The meeting was called to order by Chair, Andy Loftis.

ROLL CALL:

Present: Karen Anderson, Rosemary Bognar-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban and Nancy Wingenbach.

Also Present: Rene Goodwin, Recording Secretary

Absent: Frank Begun, Brownie Mitchell, Johnny Wells and Maureen Donovan, Treasurer.

APPROVAL OF AGENDA:

Motion: Regina O'Brien moved to approve the Agenda for the evening's meeting.

Second by Bob Purifico.

Action: **Motion Passed.**

APPROVAL OF MINUTES:

Motion: Nancy Wingenbach moved to approve the Minutes of the October 1- 2, 2006 meeting.

Second by Regina O'Brien.

Action: **Motion Passed.**

COMMITTEE REPORTS:

Management Committee – Nancy Wingenbach, Chair
Nancy Wingenbach reported on the Revised Strategic Plan. The Board will need to carefully look at content of items in this format which identify Goals, Sub Goals and Action Steps.

This revised Plan will be reviewed at the face to face meeting in February.

After approval of the Revised Strategic Plan, the next step will be to add a Time Element and projection of Cost for budget planning.

Finance Committee – Regina O'Brien, Chair

Regina O'Brien reported that at a recent Finance Committee Teleconference Meeting, the following four issues were addressed:

- Stub Year Audit/ Underway
- Expenses by Program /Cost Allocations by Salary Chart
- Affiliate Rebates - Presentation by Bob Purifico at February's meeting
- Proposal for Market Development Coordinator

Governance Committee – Rick Sullivan, Chair

Rick Sullivan reported that input from the Board is needed regarding the Criteria for Electing Trustees. The timeline for the criteria will be emailed to the BoT.

Karen Anderson reported on the meeting of the Governance Committee's Sub Committee: **Policies**.

- Two Groups of Policies – those that are passed and need to be put into written form and policies sent to Committee but never came back. A timeline for comments and discussion on these policies will be sent to the BoT.

Development Committee – Karen Anderson, Chair

Karen Anderson reported that Frank Begun is in the process of working with the Director of the Knoxville Art Museum for the planned Global Finals event.

Motion: Bruce Urban moved to accept all of the Committee Reports presented this evening.

Second by Rick Sullivan.

Action: **Motion Passed.**

OLD BUSINESS:

DIAD process for Board Member Nominees

The tabled motion was discussed and brought back for a vote:

Motion: It is the recommendation of the Governance Committee that all nominations provided by DIAD for the role of Trustee must be approved by a majority vote of the members of DIAD at a duly called meeting.

Second by Regina O'Brien.

Action: **Motion Passed.**

Board Member Liability

Bob Purifico gave an update on the Liability of Board Members

Status – Written guidelines published on Vendor Licensing

Bob Purifico reported that guidelines on Vendor Licensing will be posted to ensure against violations.

VOMBO Committee and Scholarship Funds update

Bob Purifico reported that a process is in place for restricting the remaining VOMBO funds to the new Scholarship organization.

Plan for AD Recognition at Global Finals by the Board

Sent to Development Committee

PRESIDENT'S REPORT:

Bob Purifico reported on the following topics:

- DI Flagship Program
- Global Finals
- DIcor
- AEM: American Equipment Manufacturers
- Sci Fi
- Halloween Adventure
- The Learning Partnership
- Lead America
- The Winner's Circle
- Market Development Coordinator Position
- Board Liability
- Ask DI Report
- DII Alumni

Motion: Val Conroy moved to add the position of Market Development Coordinator as a pilot for six months with a three month interim report and to review the continuation at the six month point.
Second by Regina O'Brien.

Action: **Motion Passed.**

Motion: Nancy Wingenbach moved to accept the President's Report.
Second by Regina O'Brien.

Action: **Motion Passed.**

9:55 p.m.

Motion: Val Conroy moved to go into Executive Session.
Second by Bob Purifico.

Action: **Motion Passed.**

10:03 p.m. The BoT came out of Executive Session.

Motion: Rick Sullivan moved to adjourn.
Second by Karen Anderson

Action: **Motion Passed.**

The meeting adjourned at 10:04 p.m. EST

Rene Goodwin
Recording Secretary

Minutes approved December 12, 2006

Destination ImagiNation, Inc.
BOARD OF TRUSTEES
TELECONFERENCE
December 12, 2006

CALL TO ORDER

8:00 p.m. (EST) The meeting was called to order by BoT Chair, Andy Loftis.

ROLL CALL

Present: Frank Begun, Rosemary Bognar-Pinney, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells and Nancy Wingenbach.

Absent: Karen Anderson

APPROVAL OF AGENDA

Motion: Regina O'Brien moved to approve the evening's Agenda as adjusted.

Second by Brownie Mitchell.

Action: **Motion Passed.**

APPROVAL OF MINUTES

Motion: Regina O'Brien moved to approve the Minutes of the November 14, 2006 Teleconference Meeting.

Second by Brownie Mitchell.

Action: **Motion Passed.**

COMMITTEE REPORTS:

Management Committee: Nancy Wingenbach, Chair
Nancy Wingenbach reported that the Strategic Plan will be ready for approval at the February 1, 2007 meeting.

Finance Committee: Regina O'Brien, Chair
Regina O'Brien reported that the Stub Audit has been completed and will be published to the Board when released.

Governance Committee: Rick Sullivan, Chair
Rick Sullivan reported on:

- **By-laws:** The most recent copy of the By-laws has been sent to the BoT and will be posted to the website. Rick will reproduce the By-laws in paper form for distribution to the Board of Trustees.
- **Criteria for Trustee Selection:** Reviewed and discussed with the BoT the meaning and rigidity of the criteria. Not all the criteria have to be met in every instance.

Motion: The Governance Committee moves for the approval of the Trustee Criteria Selection Final 061212 as a policy.
Second by Brownie Mitchell.

Action: **Motion Passed.**

- Governance Task list: Reviewed and discussed completed tasks and items that are of prime importance.
- Ad Hoc Policy Committee: Brownie Mitchell reported on the Policies noted in the Grouped Ad-Hoc unapproved new Policies. They included:
 - Affiliate Event Insurance
 - Affiliate License Agreement
 - Anti Discrimination Policy
 - Board Expenses
 - Business Plans – Management
 - Confidentiality Policy
 - Destination ImagiNation Membership Fees
 - International Participation
 - Risk Management Policy
 - Sexual Harassment Policy
 - Ethics Policy

Motion: Brownie Mitchell moved to adopt the policies noted in the Grouped Ad-Hoc unapproved new policies.
Second by Regina O'Brien.

Action: **Motion Passed.**

Brownie Mitchell also reported on the policies in the grouped Ad-Hoc rewritten policies of 10/20/06 which include:

- Board of Trustees' Meetings
- Committee Chair Responsibility
- Destination ImagiNation Graphic Use Policy (combined with Merchandise Policy)

Motion: Brownie Mitchell moved to adopt the policies noted in the Grouped Ad-Hoc rewritten policies of 10/20/06.
Second by Regina O'Brien.

Action: **Motion Passed.**

Motion: Nancy Wingenbach moved to adopt the Preface Document, which explains the terminology noted in the Policies, as part of the Policy Documents.
Second by Regina O'Brien.

Action: **Motion Passed.**
Development Committee

Frank Begun reported that he has been attempting to contact Sherri Spiers of the Knoxville Art Museum regarding the planned Global Finals Event to be held there. If he continues to be unsuccessful with contacting her, he will approach the Art Museum's Board of Directors.

Andy Loftis excused himself from the meeting at this time and turned the Chair over to Nancy Wingenbach.

PRESIDENT'S REPORT:

Bob Purifico reported on the following:

- DI Flagship Program
- DIcon
- AEM: American Equipment Manufacturers
- Sci Fi
- Lead America
- The Winner's Circle
- Market Development Coordinator Position
- Board Source Leadership Forum
- Boys and Girls Clubs of America
- Philadelphia Chamber of Commerce "Read to Me" Program

General Discussion included:

Trustees' concerns regarding Affiliate Directors - Process
Assigned Tasks: Updated lists to be kept by Committee Chairs
January 9, 2007 Teleconference Meeting – Committee Reports to all Trustees prior to the meeting
February 1st Meeting Agenda available for January 9th Teleconference

9:20 p.m.

Motion: Rick Sullivan moved to go into Executive Session.
Second by Brownie Mitchell.

Action: **Motion Passed.**

9:24 p.m. Out of Executive Session.

Nancy Wingenbach complimented Bob Purifico on how hard he is working and the volume of work produced.

Motion: Brownie Mitchell moved to adjourn.
Second by Bob Purifico.

Action: **Motion Passed.**

The meeting adjourned at 9:25 p.m.

Minutes provided by Val Conroy

Minutes approved January 9, 2007