

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**Called Meeting**  
**TELECONFERENCE**  
**January 13 , 2010**

**CALL to ORDER**

**8:32 p.m. EDT** The meeting was called to order by Board Chair, Brownie Mitchell.

**ROLL CALL**

**Present:** Karen Anderson, Val Conroy, Brownie Mitchell, Sue Oclassen, Pamela Schroeder, David Thomason, Bruce Urban, Eric Wolff, CEO  
Chuck Cadle and Rusty McCarty

**Absent:** Bruce Urban arrived later.

Chair Brownie Mitchell reminded the board that the meeting was a called meeting for sole purpose of discussing the complement of teams advancing to global finals, May 2010. She turned the meeting over to Chuck Cadle and Rusty McCarty to present information prior to board discussion.

Chuck Cadle and Rusty McCarty presented information:

Historical perspective of the numbers from past global finals

Equability concerns in respect to affiliate size

Capacities: schedule capacity, lodging capacity, and transportation capacity

Attrition over the past years, contributing factors, and attrition projection

Board discussion followed.

Board Chair asked the board to voice agreement with the model presented for the 2010 global complement. Board agreed.

The meeting adjourned at 9:20 p.m.

Respectfully submitted,  
Johnny Wells  
Board Member

**DESTINATION IMAGINATION, INC.  
BOARD OF TRUSTEES MEETING  
CHERRY HILL, NJ  
DESTINATION IMAGINATION, INC. HEADQUARTERS  
January 29-30, 2010**

**CALL to ORDER**

**9:00 a.m. EDT**      The meeting was called to order by Board Chair, Brownie Mitchell.

Prior to roll call the group toured the new office facility of DI, Inc.

**ROLL CALL**

**Present:**              Karen Anderson, Val Conroy, John Maloney, Brownie Mitchell, Sue Oclassen, Pamela Schroeder, Bruce Urban, Johnny Wells, Nancy Wingenbach, Eric Wolff, Michael Kelly, and CEO Chuck Cadle. Rusty McCarty joined the meeting later for reports.

**APPROVAL of AGENDA**

**Motion:**              Pamela Schroeder moved to approve the Agenda with suggested amendments.  
Second by Val Conroy.

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

Brownie Mitchell presented a framed memento to Chuck Cadle to commemorate the first growth plan donation, a \$75,000 gift from GE.

**9:40 a.m. Executive session**

**Motion:**              Bruce Urban moved to go into executive session for discussion regarding a personnel issue.  
Second by Pamela Schroeder.

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

**10:05 a.m. Out of executive session.**

**OPERATIONS REPORT**

Creative Director and COO Rusty McCarty reported on staffing and operations.

- A review of the organizational chart showed growth from seven positions to almost full capacity. A portion of this growth is due to the removal of consulting positions. Four of the present positions are funded by Imagination for Life with an additional two positions at thirty percent funding. Funding positions through outside operations was discussed.
- Start-A-Country added four new affiliates.
- The international team count will not be firm until global finals time.
- Branding of DI-4-Life is continuing.
- University of Virginia surveys are out to the affiliate directors and the survey team is collecting.
- Thirty-two tournaments have signed up to host the KEVA Planks Road Show.

- Dollywood support secured for 2010 Global Finals.
- Twenty-eight different organizations/people contacted through email and/or phone to secure funding for state leaders.
- Fifty-seven VIP guests invited to attend Global Finals.
- The “go-ahead” given to develop a two year timeline/plan for the Student Ambassador Summit.
- Final plans for the Global Finals Activation Exchange are in the works.
- Fuel Up to Play 60 Day plans continue.
- Seven new Canadian provinces each with a provincial director have signed on.
- All the provincial updates appear positive and promising.
- Data entry is on the rise with the higher volume in January and not just payments but with new orders as well.
- Support for the state and country leaders continues. Board discussion ensued regarding the impact on budget in regard to the state leader program for this year and next.
- Planning and writing for the UT Obesity Study: SEEDS and for Accept the Challenge camps have begun.
- Eleven regional rallies for the Construction Challenge are in the plans for 2011. Recruiting operations is working with the 2009 Construction Challenge sponsors for careers booth.
- Initial meetings were held for future a mining/engineering challenge.
- A printed “snapshot” of the staff’s work was presented and board was encouraged go look at the staff’s current work.
- Rusty presented a review of the organizational chart noting that the group has grown from seven to almost full capacity with a portion of the growth being due to the removal of consulting positions. Four of the present positions are fully funded by Imagination 4 Life while two additional positions are 30% funded. A discussion of funding positions through outside sources followed.
- The board discussed the Bombay Pictures, Inc. option agreement.

**Motion:** Nancy Wingenbach moved to accept the proposed resolution for entering into an agreement with Bombay Pictures, Inc.

Second by Karen Anderson.

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

- Rusty answered board members questions about resources committed from DII and income from Imagination 4 Life.

**Review of Audit**

Accountants with Faktorow, Barnet, and Brunner, LLC attended to answer board questions in regard to the audit performed by the firm.

- Questions about the financial statements and the 990 were fielded.
- Auditors reported confidence in the DII financial product.
- Auditors agreed to meet with the Finance Committee to enhance our accounting processes.

**Motion:** Eric Wolff moved to approve the 990 subject to the change to reflect the sitting board members.

- Action:** Second by Karen Anderson..  
**Motion Passed.**
- 2:05 p.m.** The meeting recessed for committee meetings.
- 4:10 p.m.** The meeting resumed.

#### **CEO REPORT**

- Chuck Cadle opened his report with a perspective on education with a PowerPoint about experimental education. He discussed with the board DII's position of education. Start-A-Team numbers are up.
- Operation in the new building began January 4 and the Glassboro property is now on the market.
- The fundraising document has been updated with the proposal paper.
- Senator Lamar Alexander, former University of Tennessee president, has been invited to Global Finals.
- DI University was formed and possibly could be used as an educational face for classes and seminars.
- Each of the three legs of the DI stool has been invited to attend the Summit II meeting.

#### **DIRECTOR OF HUMAN RESOURCES/ BOT ADMINISTRATOR REPORT**

- Maureen Donovan reported that since August, 2009 nine full time and one part-time positions have been filled. She has also posted positions in online ads, with agencies and with universities.
- Four state leaders and two regional leaders were processed and background checks were completed. All employees have presently had background checks completed.
- Steps are being taken to be in line with the best business practices document.
- A change has been made in the discretionary retirement plan.
- The holiday schedule dropped Veterans Day but added the third Monday in January as Volunteer Day. Several employees took advantage of Volunteer Day to help others: battered women's shelter, clothing drive for Haiti, and camp for the needy children.
- She continues to coordinate and post board minutes and making meeting arrangements.
- An expense form for board members was provided.

- 5:20 p.m.** The meeting recessed.
- 8:35 a.m.** The meeting resumed.

#### **APPROVAL of AGENDA**

- Motion:** Eric Wolff moved to approve the Agenda with suggested amendments.  
Second by Val Conroy.
- Action:** **Motion Passed.**

#### **APPROVAL of MINUTES**

**Motion:** Karen Anderson moved to approve the minutes of October 4-5, October 13, and November 17.  
Second by Val Conroy.

**Action: Motion Passed.**

**Motion:** Johnny Wells moved to approve the proposed global finals complement of teams.  
Second by Karen Anderson.

**Action: Motion Passed.**

**Motion:** Nancy Wingenbach moved that DII pay room and board expenses for all ADs for the 2010 Global Finals following the same guidelines as in previous years.  
Second by Val Conroy.

**Action: Motion Failed.**

**Motion:** Eric Wolff moved that DII invite all ADs to attend global finals and pay room and board expenses for all AD's for the 2010 Global Finals and the DIAD meeting.  
Second by Nancy Wingenbach.

**Action: Motion Passed.**

**9:10 a.m.** The meeting recessed for committee meetings.

**11:15 a.m.** Reconvened for a called in-camera session.

**1:30 p. m.** Committee meetings continued.

**3:30 p.m.** Board reconvened.

**Motion:** John Maloney moved that the Board will enact a one year test program of a Board / Staff liaison partnership where individual members of the Board will collaborate with staff to gain in-depth knowledge of staff, program and corporate activities. The BoT liaison will then be responsible for being the primary "voice" for that effort to the BoT. The intent of this partnership is not to place the BoT in any type of managerial position of the staff member(s). The BoT liaison is a tool - one that hopefully brings a great deal of skill and specific DI related experience. Primarily this partnership will provide a firsthand perspective on the details of the issues that challenge the program and the corporation. It is the intent of this effort that every BoT member takes an active role as a liaison. The liaison assignments are at the discretion of the BoT Chair and the CEO.  
Second by Pam Schroeder.

The CEO would be responsible for a brief description for each of the BoT liaison positions.

John Maloney recommended in his presentation that the board liaison assignments be:

- Karen Anderson – Quality Review Panel – IC Challenges
- Rosemary Bognar - Finance

- Val Conroy – DI Program Fundraising
- Mike Kelly – I4L Client Development & Fundraising
- John Maloney – Marketing
- Brownie Mitchell – Government Affairs
- Sue Oclassen – Volunteerism
- Pamela Schroeder – Training
- Dave Thomason – ImagiNation for Life Programs
- Bruce Urban – Quality Review Panel – Central Challenge Development
- Johnny Wells – In-school Curriculum Concepts & Regional Experience
- Nancy Wingenbach – Global Finals
- Eric Wolff – DIAD

**Action: Motion Passed.**

## **Committee Reports**

### **Management Committee Report by Eric Wolff**

- The six month evaluation of the CEO is coming along nicely. The committee has been in conversation with the CEO regarding the evaluation.

### **Development Committee Report by Val Conroy**

- Proposed handing over the CAB criteria to the Governance Committee for its review and study. The criteria follows:

Membership Category

Education

Alumni

Corporation

Foundation

Government

Varied interests/industries

Geography

Varied ages

Minimum Donation

1. Time Requirement defined
2. Meetings paid – travel not

Tasks and Scope of the Board

1. DI informs CAB of issues, challenges, success, status, plans
2. Consult on our methods and plans

3. Introduction to new partnerships and concepts
4. Critical review based on skill sets

### **Finance Committee Report by Pamela Schroeder**

**Motion:** Pamela Schroeder moved that to ensure clarity of signatory for DII then Section D 5.2 and 5.3 needed to be amended.  
Second by Karen Anderson.

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

- A directive as given to the CEO for seeking bids for global finals production.
- As a matter of update, Faktorow, Barnet, and Brunner, LLC will be spending time with Joe O'Brien to work on accounting practices.

### **Governance Committee Report by Karen Anderson**

**Motion:** The committee chair Karen Anderson moves that the revision to the succession plan 9.0 be approved.  
Eric Wolff seconded.

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

**Motion:** Committee chair Karen Anderson moved that policy 7.3 under Budget be added as follows:

7.3 Administration of Donations to Affiliates under the 501c3 umbrella

All donations processed by HQ on behalf of an Affiliate will incur an a processing fee amounting to 15% of any donation up to \$1000 and \$150 flat fee for any donation above that. An Affiliate must send in a timely request for reimbursement with proper expense documentation in order for HQ to disburse funds.

Second by Eric Wolff.

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

**Motion:** Committee chair Karen Anderson moved that the Volunteer Code of Conduct be approved  
Second by Pamela Schroeder.

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

- Policy on how committee members are assigned and chairs appointed will be completed by phone.
- 360 Review of Board Members – the committee is against this as it may be detrimental to the *esprit de corps* of the Board and could lead to undermining of the chair authority and politicking.

- Election process has begun to replace the open board seat.
- On going Board Training was moved to the July meeting
- Recommendation to staff that once a year that the DII staff hold a meeting to review the bylaws and policies of the organization to build understanding and buy in for staff operations of board responsibilities.

**Motion:** Bruce Urban moved to accept the committee reports.  
Second by Johnny Wells.

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

#### **Education Task Force Report by Johnny Wells**

- Members are researching the 21<sup>st</sup> Century skills and how they align with the DI philosophy.
- Present thinking is that DI needs to become an educator to education and reshape and introduce the DI skills into the classroom.
- Group has been in conversation with teachers who do/have had a DI class and how the class functioned.
- Group thinks that we may need to take a view more toward teaching skills than creating a competition environment.

#### **New Business**

- **Discussion of the Summit to take place on Sunday, January 31, 2010 with representatives from across the organization. The Board Chair requested that Board members help to bring together the individuals into a cohesive group with focused goals.**
- **Discussion of the 501.3 C status for affiliates.**

**Motion:** Val Conroy moved to adjourn.  
Second by Eric Wolff.

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

Meeting adjourned at 4:10 p.m., January 30, 2010.

Respectfully submitted,

Johnny C. Wells



**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**March 17, 2010**

**CALL to ORDER**

**8:34 p.m. EDT** The meeting was called to order by Board Chair, Brownie Mitchell.

**ROLL CALL**

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

**Absent:** John Maloney, Eric Wolff, Michael Kelly

**Approval of Agenda**

**APPROVAL of AGENDA**

**Motion:** David Thomason moved to approve the Agenda as posted.

Second by Valerie Conroy.

**Action: Motion Passed.**

**APPROVAL of MINUTES**

Minutes of previous January 28-30 meeting were not available for approval.

**Motion:** Valerie Conroy moved to allow approval of minutes of January 28-30 meeting via electronic vote.

Nancy Wigenbach Seconded.

**Action: Motion Passed.**

**CEO REPORT**

An update on the status of the sale of the Glassboro property revealed the difficulty in communicating with the investment firm in Glassboro and the lack of interest by another third party. The real estate market is slow right now and by April 1 plans are to terminate the listing agreement and look at possible strategies for generating interest in the property. Still owning the Glassboro property has caused a continuation of related interest costs, electric bills, maintenance, and taxes.

The hiring of a new accountant has allowed for better reporting. Joe O'Brien and the staff accountant, Steve Flaa, are working on improving the accounting process and Joe is now able to provide financial models. The latest model of the budget forecast provides a better view of our cash position going into March and expected use of cash through our fiscal year end. The billed out of office was higher than budgeted. The anticipated sale of advertising space and booth space for Global Finals fell short resulting in a reduction in revenue. Additional budget loss is expected on team revenue. Offset opportunities include incoming donations, a projected 1000 team count at Globals, and margin on Global Finals projects. Some I4L margin will move to the next fiscal year.

Hiring will be frozen to further reduce budget costs. The Start a Team initiative, the upcoming Construction Challenge, new product launches, and successful grant applications will benefit us in the future. However, the contribution that these efforts will bring is not known and to add additional staff costs to our operations at this time would not be prudent. So, we are going to freeze hiring until the new revenue opportunities from new initiatives and Global Finals have been realized.

The new on-line system is working and initial feedback from a team manager perspective was extremely positive. All staff is “extremely” focused on Global Finals. The Board is asked to come in on Monday to Global Finals to participate with those attending.

Teams registered 13,153—507 over last year—about 300 international teams are expected to register soon. The Air Force has 66 teams.

The stipend for this program will not be utilized going forward into the second year of the pilot program. The states will have to stand on their own. Current forecast is an increase over budget loss of \$27,000.

The Disney Volunteer Program is extremely successful with 1,400 new volunteers.

FUTP60 was launched in Washington, DC at the National Press Club. DI will be shown as a non-profit sponsor. DI will be included on an advertisement on the back cover of the 3/22 edition of Newsweek. Rusty McCarty was the driver for this initiative and DI should benefit in many ways from being associated.

The Bombay Pictures contract is still not signed but close to being completed.

Staff has been assigned to visit and support the affiliate tournaments. Chuck Cadle attended the well run Oregon regional tournament and will be going to CT and TX next.

Eric Wolff, DIAD president, and Chuck Cadle have been discussing ways in which DIAD can better support the DI mission. Opportunities such as fundraising (I3 Grant), GF booth/ad sales, license agreements, ways to keep program costs down, etc. could be extremely beneficial.

Maureen Donovan discussed the awards to be presented at Global Finals.

### **Committee Reports**

**Governance Committee:** The committee completed the work on the introduction to the code of conduct handbook.

**Motion:** Karen Anderson moved to include the following introduction to the code of conduct: “Destination ImagiNation, Inc., values its volunteers. Volunteers are essential to the success of our program and, as such, are expected to meet a standard code of conduct. Adhering to a universal code of conduct ensures the quality of the DI program, as it is facilitated

by volunteer staff at all DI functions. On that basis, all volunteers serving in any capacity at a DI tournament are expected to annually sign, and follow, the Volunteer Code of Conduct.

Affiliates are encouraged to use this code of conduct at the local level.”

Second by Sue Oclassen.

**Action: Motion passed.**

Finance Committee: Pamela Schroeder reported that the committee had met, reviewed, and discussed the financials. The Finance Committee is reviewing Finance Policies and may recommend changes to the board in the near future.

Development Committee: Valerie Conroy led a discussion and review of possible awards to be given and recognition of volunteers at Global Finals.

**Motion:** Valerie Conroy moved to accept all reports.

Second by David Thomason.

**Action: Motion passed.**

**Future Meetings:** The next meeting will be a teleconference meeting to be held on April 14 at 8:30 Eastern time.

**Motion:** Bruce Urban moved to adjourn.

Second by David Thomason.

**Action:** Motion passed.

Meeting adjourned at 9:40 PM.

Respectfully submitted  
Johnny C. Wells

**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

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**May 12, 2010**

**CALL to ORDER**

**8:33 p.m. EDT** The meeting was called to order by Board Chair, Brownie Mitchell.

**ROLL CALL**

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

**Absent:** John Maloney

**APPROVAL of AGENDA**

**Motion:** Karen Anderson moved to approve the agenda as posted.

Second by Bruce Urban

**Action: Motion Passed.**

**APPROVAL of MINUTES**

**Motion:** Bruce Urban moved to approve the minutes of April 14, 2010.

Second by Nancy Wingenbach.

**Action: Motion Passed.**

**Committee Reports**

Governance Committee: Karen Anderson reported that seven candidates have applied for the open seats on the board and candidates have until May 15 to submit written responses. The subcommittee will meet at global finals to convene on the matter of the open seats. The DIAD nominations have closed with three possible candidates.

Karen Anderson asked the board to review two versions of the Community Advisory Council (CAC) document: one with a broader scope and a second with more emphasis on seeking funds. Discussion ensued and the board asked for the advice and opinions of the CEO on the function and structure of the Community Advisory Council. Chuck Cadle expressed a need for a set of skills in fundraising and grant writing. Governance agreed that they felt the charge in forming the CAC was in the area of fundraising. A consensus among the board members was for focus on fundraising. Karen Anderson will work with the CEO to refine the document to reflect the board's wishes.

Board training is needed and Rosemary Bognar Pinney will assist in putting together the board training for the July meeting in New Jersey.

A request was made for the committee chair to provide a copy of vital documents.

Finance Committee: Pamela Schroeder reported that the committee had met to discuss signature authorization. Also the committee reviewed the budget, budget process, pricing, and revenue streams. In light of the review, the committee suggested raising the price of the Rising Stars one pak by \$15 and eliminating the 30 pak option for the upcoming year. Discussion followed and the committee noted that with the 30 pak option, memberships go unused and become problematic in the accounting process.

**Motion:** Pamela Schroeder moved to increase the price of the Rising Stars one pak by \$15 and to eliminate the 30 pak option beginning in the upcoming year.  
Second by Nancy Wingenbach.

**Motion:** Karen Anderson moved to table the motion to increase the price of the Rising Stars one pak by \$15 and to eliminate the 30 pak option beginning in the upcoming year.  
Second by David Thomason.  
**Action:** Motion passed.

**Motion:** Valerie Conroy moved to go into executive session.  
Second by David Thomason.  
**Action:** Motion passed.

7:58 EDT Board went into executive session.

8:03 EDT Board came out of executive session.

**Motion:** Valerie Conroy moved to remove from the table the motion to increase the price of the Rising Stars one pak by \$15 and to eliminate the 30 pak option beginning in the upcoming year.  
Second by Karen Anderson.  
**Action:** Motion passed.

Vote was taken on the motion to increase the price of the Rising Stars one pak by \$15 and to eliminate the 30 pak option beginning in the upcoming year.  
**Action:** Motion passed.

Management Committee: No report.

Development Committee: No report.

**Motion:** Pamela Schroeder moved to accept all reports.  
Second by Michael Kelly.  
**Action:** Motion passed.

## **CEO REPORT**

Chuck Cadle congratulated Maureen Donovan for getting the bank to cut the credit card fee. Decreasing the credit card fee will allow for a large increase in revenue from global finals sales.

Welcome to new employee, Steve Flaa.

Global finals and preparation with University of Tennessee have delayed the closing of the books. April financials are not available. The reports will be late.

An explanation of the University of Tennessee guarantee risk shows that the risk is much greater this year than in the past. Rusty McCarty did a yeoman's job of working through all the moving parts and developing the final guarantee. One of the components making the risk high is that once the affiliate directors certify the teams, all responsibility for the receipt of payment from the team managers falls on DIHQ.

With no current updated budget forecast, operations are still utilizing the last one received. Presently, DI is in a budget loss and still managing to the full year budget expectations.

With the exception of an instructional designer position, hiring is frozen.

Staff assignments have been made for global finals with Rusty McCarty leading the effort. The exhibition room will be exciting for all attendees.

All five teams involved with Bombay Pictures have advanced to global finals and additional video crews will be on site at global finals for filming.

With the Capitol REACH program a summer retreat is being proposed with a \$9K plus expense.

The visits to the affiliate tournaments by the staff were welcomed and the staff benefited from the experience.

The real estate market is depressed in Glassboro but DI will attempt sale by owner on the Glassboro property. A sign will be placed in the window and ads will appear in the local newspaper.

DI received the Telly award trophies.

Fifteen participants will be hosted "back stage" at global finals. Chuck Cadle invited board members to attend.

The I-3 grant was filed. The request was for \$5 million over a five year period of which \$4 million will go to support our LEA partners' purchases and support of teams. Eight of our affiliate directors identified LEA partners for DI.

An update on the status of awards and gifts to be given at global finals was mentioned.

Chuck Cadle suggested the board review the operational meeting report and ask any questions.

The CEO answered specific questions from the board in regard to the hiring of counselors for the Air Force camps, board of trustee schedules for global finals, housing assignments for teams, and security issues centering on global finals.

Board members congratulated Chuck and the DI staff on preparations for global finals and on the quantity of information to the board from the staff that had been generated regarding the event.

**Motion:** Karen Anderson moved to accept the CEO report.

Second by Sue Oclassen.

**Action:** Motion passed.

**Future Meetings:** The next meeting will be a face-to-face meeting to be held on May 30 at 8:30 AM EDT at global finals.

**Motion:** Karen Anderson moved to adjourn.

Second by Sue Oclassen.

**Action:** Motion passed.

Meeting adjourned at 9:42 PM EDT.

Respectfully submitted  
Johnny C. Wells

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**Global Finals Meeting**  
**Knoxville, Tennessee**  
**May 30, 2010**

**CALL to ORDER**

**8:34 a.m. EDT** The meeting was called to order by Board Chair, Brownie Mitchell.

**ROLL CALL**

**Present:** Karen Anderson, Val Conroy, Brownie Mitchell, Sue Oclassen, Pamela Schroeder, David Thomason, Bruce Urban, John Maloney, Eric Wolff, Nancy Wigenbach, Michael Kelly, Johnny Wells, Rosemary Bognar-Pinney and CEO Chuck Cadle

Chair Brownie Mitchell welcomed those attending the annual open board meeting held each year at Global Finals. The board chair also introduced board member Michael Kelly.

**APPROVAL of AGENDA**

**Motion:** Eric Wolff moved to approve the Agenda as posted.

Second by David Thomason.

**Action:** Motion Passed.

**APPROVAL of MINUTES**

**Motion:** Nancy Wigenbach moved to approve the minutes of May 12, 2010.

Second by Karen Anderson.

**Action:** Motion Passed.

**Allied Organization Reports**

**Global Finals Web Report by Wayne Kurtzman**

- 45,278 site visits
- 715,992 page views (520,668 photos)
- over last three days over 200 video views per day
- 1.2 unique visits
- switched to social media instead of one way internet viewing
- users now want to converse about what's next with the program
- shared sample comments from social media posted with a note that possible contacts are found there
- tracking way above past year
- over 22,000 photos were taken to be placed online
- 10,000-30,000 possible hits for the live feed

**University Report by Chris Groberg**

- There were nineteen University Level teams at Global Finals this year. We had fourteen teams doing regular *Team Challenges*: three in Challenge A, two in Challenge B, two in Challenge C, four in Challenge D and three in Challenge E.

- We had five UL teams competing in *DI eXtreme*.
- There were other memberships around the country but we still have groups of students that are unable to afford the trip and housing for Global Finals. Finances remain an issue for University Level participants.
  - We continued to add to our list of colleges that can say “I DO DI”! Ferris State University, Grand Valley State University, Indiana University, MIT, St. Michael's College/ University of Toronto, Plymouth State University, Missouri State University, Truman State University, Springfield College, University at Buffalo (SUNY), University of Maine, University of Nebraska at Kearney, University of North Texas, University of California/San Diego, University of Southern California, and Western New England College were just some of the new institutions that had DI participants on campus this year. It is important to note that the attached list most likely does not include all schools represented and that it only includes where we've had team participants. We've had no way in the past to document the UL students that are volunteering in local affiliates though we know there are plenty out there- but hopefully that is about to change with the new DIAA direction.
  - Year in Review 2009-2010 was completed.
    - Surveys
      - Secondary taken at graduation 09
      - eXtreme feedback
      - University Level Globals feedback
    - Email inquiries: UL and DI eXtreme.
    - Social networking
      - Collegedi email list
      - University Level Facebook
      - Twitter for UL and eXtreme announcements
    - Phone calls
    - Web site for University Level. Being revamped with an alumnus to better align with the DI site.
    - Work with ADs and RDs, assisting them where needed with UL participants/eXtreme in their area.
    - One of the highlights of this year has been opportunity to collaborate with DI Alumni Board President, Crissy Buhr, and Ginger Green, Alumni Relations. We truly believe in their message-The DI Journey can be for a Lifetime!—and appreciate that they value University Level participation. Inclusion in all of their efforts is greatly appreciated and we will assist them in whatever ways possible.
  - Global Finals UL Activities
    - Icebreaker after Opening Ceremonies.
      - 76 in attendance!
      - We run the Mixer with an introduction period and do a review of the week, trying to make sure everyone understands what the schedule is, etc.

- We really need a DI official (BOT member, Chuck, Rusty?) to stop and welcome the kids for the week. This event helps to set the tone for the week for the UL kids.
  - Need better signage for event. I personally put up 50 flyers around the Arena. UT staff needs to be aware it is going on and where it is. Announcement at close of opening?
  - Complaint in 2010 Team Survey that student didn't know the UL schedule--Handout/schedule for UL events has been done every year and was made available to students.
  - Larger attendance this year partly due to my receiving email addresses for team challenge/eXtreme contact people. I was able to remind them about the schedule- thank you Jennifer, Delilah, Charlie
  - Not enough food (five boxes of pizza for "50 -college-people" and there were 76 in attendance) and they were not prepared for any drinks to be served.
  - AV wasn't set up – quick call to Jessica- and Mark took care of this
  - It would be nice to have MUSIC at the get-together. Games—WII or something similar?
- University performances
    - Is it possible that we could NOT schedule the kids on Thursdays after 4 PM? There were at least three teams performing after 4:30. On Improv Fiesta day, I need to be able to get to the Improv site as close to 4:30 as possible, but I don't want to miss any of the performances. Also, if the kids have their performances so late, they are too wound up or tired to come help at the Improv. If they come, they also risk missing their dinner.
  - Improv Fiesta Performance Stage, Presidential Courtyard- run by the UL teams 6:30- 10:00 PM at Presidential Courtyard. Over thirty students shared staff management duties- got opportunities to talk to kids and parents about the UL DI and their college. Used breaks to thank DISC for scholarships, Lasting Impressions for pins and to invite audience to remaining UL performances (told when/where). Opened with Alum Activation skit and had Alum registration presence afterwards.
    - Stage was completely run by the kids- over thirty reported for duty though we didn't not need that many. Complaint in 2010 Team Survey about scheduling of volunteers- problem was that many showed up w/o having signed up for a position so I did not know they were coming. If I did, then we could have assigned them staggered times to work and split up the evening.
    - I do the advance work, (set up the online registration with Wayne, schedule the teams, etc and work with the Events crew on site needs) but the kids run it that night and handle the schedule changes and glitches. They were great.
    - Some problems with the buses? We had many of our first teams that were late for their performance times. The UL kids worked around them all and filled in the time so no one would have known there were issues.

- Need boxed dinners or pizzas for the workers- there is not enough time from performances at 5:30 to get dinner and get to the event in time to include eating dinner in dorms, etc.
- Comment in 2010 Team Surveys about having a job just watching walls- we felt the need for heightened sensitivity about possible falls.
- Comment from 2010 Team Surveys that one emcee didn't know what to do. This emcee had time to watch the first set plus we had gone over the role description with him.
- Not sure this is working as event to promote the UL. May be time to try something new!
- Alumni Booth at the Expo had info on University Level DI and how to get involved or start at your school was available along with my business cards. We made appearances and answered questions.
- Graduation is a good opportunity to chat about continuing DI with SL and pass out business cards.
- Club DI/MAE Concert brought deep concerns about mixing 13-15 year olds with 20 year old UL students.
- (Unofficial) UL Mixer with Sponsors
  - Professor Spindell managed to get some of the sponsors to meet with his students on Friday night at 8:30 in the tents in Midnight Madness area. We need to OFFICIALLY sponsor and support this activity and make available to ALL college students- maybe even graduating SL
- Annual University Level Meeting was held at 4:30 PM Saturday at T-Boling in the Arena Dining. Dinner to be served for one hundred people. We discuss the global week, their likes and dislikes and whether they have any suggestions for the future.
  - 50-60 in attendance!
  - Keep same time and include dinner again
  - Loved that dinner and AV were set up well in advance
  - Time was noted in daily schedule incorrectly
  - Can't ask kids to fill out surveys and ask for feedback if that goes nowhere.
  - Students upset over Awards procedures for 2010
  - Students wanted to speak to BOT, Rusty or Chuck personally with their concerns/issues and a survey results has been submitted to the board of trustees.
- Post Awards Meeting was held. We contacted Brownie about students upset. Arranged for Brownie Mitchell, Chuck Cadle, Pam Schroeder to meet with some of the students following the "Post Awards Party". Students were assured that second and third placements would be called in future and an apology was given. It was requested that a letter be written and sent to the Coordinator to be turned in at Board of Trustees meeting. A BoT liaison for the UL was to be named and the liaison and the coordinator will meet and discuss UL matters/improvements over the summer.
- UL Recovery Party and a need for a separate party for the oldest kids is need. The party doesn't have to be fancy.

- **Conclusion**
  - We had a good week and the performances were great but we need to see more participation in this Level.
  - The second and third place awards need to be announced for the UL Team Challenge teams. Not being announced jeopardizes some student teams and their funding, but it is also just not a positive move to advance and grow the Level. The UL teams are an inspiration to the younger levels. They are mentoring and starting programs where they live and go to school, and helping with the training of adults and younger teams. They will be our future TMs, Appraisers, and DI leadership if we encourage them. DI is the journey of a lifetime and UL participation can be an important stop on that journey. We are appreciative and very much encouraged by the addition of the BoT liaison.
  - The main obstacle to getting more college participation is and always has been funding. We also need to increase promotion at the Affiliate level, and including contact information at their websites could help. Many do not offer a link to the web site we operate. Having an alumni rep or one for the UL on their affiliate boards might be helpful in promoting the level as well.
  - We also could look at the promotional materials that are available and whether they focus on the benefits of continued participation in DI. Hopefully working with the alum group will help with this.
  - Perhaps a way for us to access information on UL memberships and teams through the DI resources system could be set up. What if we added a box to the registration form that asked if they were a UL team?
  - We would like thank Destination ImagiNation for continuing to value the university level and for allowing us to play a part in creating such a full experience for those that choose to participate on DI teams after high school!

### **DISC Report by Chris Groberg**

Global Finals Event 2010

- The new booth location was great. Traffic was high all days.
  - Booth receipts including all silent auction items were approximately \$15,000. (Approximately \$600 in silent auction items had not been picked up at the time of this report.) Total expenses for the current year are around \$3,000.
  - Auction receipts
    - Large pin towel - \$2000
    - Smaller pin towel - \$400
    - Embroidered Challenge logos - \$130
    - Dr. Frank Photos - \$660
    - Vintage Pin Set - \$1700
    - Fifteen teams participated in the TMO. We had over 25 teams pre-registration but the weather was a

contributing factor to low turnout.

#### Fundraising 2009-2010

- We started 2009 with \$20,700 and entered 2010 with \$19,400.
- We felt with the continued economic struggles in the country we cut back on several of the things we had done in the past. Our lapel pin sales were very limited in 2009 so we elected to not do the lapel pins for 2010. We also elected to not do t-shirts for sale at Global Finals. Sales of older stock helped boost our “profit” for the 2010 Global Finals. We will reevaluate our fundraising options as we prepare for 2011.

#### Website

- Moved the DISC site to a new location at [www.disc.org](http://www.disc.org). Site was implemented using a content management system similar to the system used at [www.idodi.org](http://www.idodi.org). This has made managing the site much easier. We plan on keeping the old site links for at least another year to give affiliates and regions time to update links on their sites.

#### Scholarships

- Improved our online scholarship application process.
- Completed scholarship submissions were down this year. We reviewed 35 completed applications. Part of the reason may have been the relocation of the site. Many affiliates did not update their links which pointed students to the wrong site.
- Awarded \$8,750 in scholarships to sixteen students.

#### DINI List

- Continued to moderate the dini list.

#### DI Resources wiki

- We continued our support of the dioresources wiki at [www.dioresources.wikispaces.com](http://www.dioresources.wikispaces.com).

#### Goals/Needs for the Future

- Our biggest need is the same need that all of our regions face—finding committed volunteers to help with the committee. We are limited on how much we can accomplish as a committee because most of our committee members are already over committed in other areas of DI. We made it a priority at the booth to try and recruit volunteers for the committee. Our biggest needs are a webmaster and sales/marketing person to handle pins and t-shirt sales.
- We would like to increase our visibility on the website at [idodi.org](http://idodi.org). Currently the only mention of DISC is on the scholarship page and with no links to our resource wiki which is a valuable resource for new and experienced team managers.
- Find a webmaster.
- Finish migration of information from the old site to the new site at [www.didisc.org](http://www.didisc.org).
- Establish a clearing house webpage that lists ALL scholarships

- available in DI at the national, affiliate, and regional levels.
- Migrate the wiki resource pages to didisc.org.

### **Alumni Report by Ginger Green**

The past year was a significant year for DI Alumni. The focus was to ‘Activate Alumni’, in support of the Start a Team process.

- Added accountability for alumni at DIHQ staff level. (25% of G. Green’s Program Coordinator duties.)
- Doubled size of existing alumni database and established improved processes to continue expansion of data capture and use.
- Developed and promoted specific alumni activation processes for Regional and affiliate tournaments.
- Actively promoted alumni consideration and inclusion in affiliate and HQ recruiting, operations, tournament and leadership roles. Twelve alumni hired as Air Force camp counselors; three alumni hired into DIHQ staff positions.
- Continued to expand visibility for Alumni opportunities and connections through *idodi.org*, *Facebook*, *Leading the Way*, and other affiliate communication tools. Created new alumni logo and pin.
- Developed and implemented new leadership model to replace elected Alumni Board. Organized Affiliate Alumni Council, with AD-appointed representatives from each affiliate. Stronger linkage to each affiliate, with active support and coordination from HQ. Held organizational meeting with reps attending Global Finals.

Alumni were active and visible participates and involved in Global Finals, using theme, “Destination ImagiNation can be for a Lifetime. Continue the Journey.”

- Alumni made up more than 1/3 of 2010 Global officials. *Activated* and recognized participating alums through distribution of related materials, tattoos, and alumni pin at officials’ registration.
- Alumni activation packages (information brochure, alumni pin, affiliate alumni council contact list and congratulations card) distributed to more than 200 high school and university participants at Global graduation ceremony.
- Designed and staffed alumni booth at Global EXPO, with newly developed literature, alumni success stories, registration, and spotlights on volunteerism, continued DI involvement, and real-world applications of DI skills.
- Heightened general visibility and promotion of alumni through alumni articles in all 4 issues of Global newspaper, distributing *alumni* and *future alumni* tattoos and offering alumni registration at multiple events, and inclusion of alumni as award presenters at closing ceremonies.

### **DIAD Report by Eric Wolff**

- DIAD met on Wednesday May 26, 2010.
- We presented plaques to our two retiring AD's, John Breen and Simon Dodd. (in absentia).
- We welcomed three new members: Kim Halwes from Kentucky - Simon Dodd's replacement, Bruce Urban newly appointed co-AD in New York, and

Alisha Heisterkamp newly appointed co-AD in Iowa. Alisha is also an alumnus.

- DIAD also made and passed a motion to be presented during new business at this board meeting.

**Motion:** Pam Schroeder moved to accept the allied organizations reports.

Second by John Maloney.

**Action:** Motion Passed.

### **CEO Report by Chuck Cadle**

- Review of our business plan goals
  - Restore organizational trust – draw a line between old and new –fresh start
  - Start-a-Team development strategy
  - Remove inertia and build momentum
  - Organize to win in a competitive environment
  - Timely financials and decision tools
  - Review and improve business processes
  - Provide marketing assistance to affiliates
  - Revamp website
  - Launch communications strategy – social media, multimedia tools, and demand generation
  - Have fun
- Review of our accomplishments for 2009-2010
  - Fundraising:
    1. New donor relationship with GE foundation - \$75K (Capacity Building);
    2. Motorola Foundation (\$100k for international growth and expansion);
    3. DI partnered with 9 LEAs to apply for the i3 grant;
  - Staffing:
    4. Staff reorganization:
      - a. Rusty is COO and Creative Director
      - b. Maureen is HR Director and Board of Trustees Administrator
      - c. Joe is Controller
      - d. Peggy Middendorf is now the Recruiting Director
      - e. Roger Garriock moved to Canadian Director of Operations;
    5. We added marketing and brand support – Matthew Arts was hired as Marketing & PR Director – answered many marketing/PR questions at the Fall conference,
    6. Former DIer Hilary Anderson added as international coordinator – working closely with Korean and Chinese teams;

7. Yeanina (Nina) Parker added as Outreach Coordinator to blaze trails for pO, coordinate REACH work and lead expansion of DI programming to at-risk populations
8. Former Dier Andrew Whitmire was hired as Director of DI's cause based programming efforts:
  - a. Air Force contract – 50 summer camps and 55 new DI teams
  - b. AEM/VOLVO for workforce development
  - c. National Dairy Council for special nutrition education
  - d. SEED Program developed and initial training completed in coordination with UT Extension, USDA and UT Healthy Study
9. Former Dier Britt Dyer was hired as a Program Coordinator to lead our contracted projects with the National Dairy Council;
- New Headquarters Facility and website updates:
  10. New headquarters building for DI;
  11. On-line GF10 registration added with expanded customer service support;
  12. Website overhaul: IDODI, ShopDI and GlobalFinals;
- Start-a-Team Launch and Enhanced Support for Affiliates (Brand/Marketing/Recruiting):
  13. Start-a-Team promotion was a positive influence on the DI Organization;
    - a. Goal of 15,000 teams was 1,500 short but we increased by approximately 1,000 over the previous season reversing the downward trend.
    - b. DI HQ active in direct recruiting and sales for Start A Team;
  14. Provided marketing/PR to Affiliates, expanded social media reach and instituted a quantitative media reach tracking/reporting;
  15. George Jacob and Kate Wise (with support from the staff team) created a new brand style guide;
  16. Drew Coburn linked us with National Association of Broadcasters and TV Access
    - a. We developed a 30-second and a 60-second radio PSA that was played in markets across the US
    - b. Justin Billek developed a television PSA that received three Telly Awards and that were played in all major markets
    - c. We were able to offer a promotion that added our message to billboards;
  17. Disney volunteer initiative brought 3,000 new volunteers to DI;
  18. DI negotiated a docu-reality show option agreement with Bombay Pictures. They have been filming 5 teams at GF10;

19. Staff visited Affiliate Tournaments and attended conferences on behalf of affiliates.
- Financial Operations
    20. We posted the business plan and budget for DIHQ on line – Transparency;
    21. We are managing operations to the budget. March YTD Budget was forecast to be a loss of \$434K. The actual loss was \$518K. Budgeted loss for 2009/10 Fiscal Year is \$212K. Note: March and April are months with little revenue.
    22. Business processes are being mapped and financials are received monthly;
  - New in 2009/10
    23. In states without ADs, we piloted a State Leader Program. DI established a Creativity Program and recruited Leaders in Arizona, Delaware, Florida, Idaho and Kansas. State Leaders added more than 200 teams, trained their team managers, found local support (\$21K in grants) and put on a culminating tournament. 10 of these teams made it to GF10.
  - Imagination 4 Life Outsourcing and Cause-Based Programming
    24. I4L staff worked with NDC and FUTP 60 resulting in DI being listed on the back cover of the March 22 Newsweek as the “only” supporting youth organization – Michelle Obama was on the front cover;
    25. DIcor scope was reduced in favor of expanding Canadian Operations;
    26. Expanded partnerships with Dairy (including FUTP60), 3M (including a 2-year Aftershock Challenge agreement), AEM/Volvo Construction Equipment (5-year sponsorship agreement), and Reach (full complement of workforce readiness programming for high school and college students);
  - Global Finals 2010
    27. Developed and launched an “Innovation Expo” at Globals, including some major exhibitors: Texas Instruments, Promethean, Volvo, VELCRO KIDS
    28. Project OUTREACH Challenge: partnership with MAE, massive growth in number of teams (e.g. 6 at GF09 and 63 at GF10);
    29. Going to Global folder overhauled: better organizational structure and 50% cost savings in production;
    30. The 2010 Global Finals welcomed a record 1,031 teams.
    31. New product launched at Globals: SCHEMA. Has been designed for mass appeal;
    32. Many procedures and processes have been documented in detail.

**Motion:** Eric Wolff moved to accept the CEO report.  
Second by Sue Oclassen.  
**Action:** Motion Passed.

## **Committee Reports**

### **Management Committee Report by Eric Wolff**

- The Management Committee currently has on its plate the evaluation for our CEO. A six month informal review was given in March of this year and that was a very constructive conversation. At the July meeting the committee will meet and draft a formal, written performance review and present it to the BoT for approval at the meeting or shortly after. Subsequently the committee will sit with the CEO to give that review.
- The other item on the Management Committee's plate is a review of the current Affiliate License Agreement. The committee will review the agreement and draft recommendations for the BoT's and CEO's consideration.

### **Finance Committee Report by Pam Schroeder**

- Financial Condition
  - At the end of our new CEO's first year with the organization, we have a diverse staff that includes some outstanding DI alumni, we have reversed the downward trend of team sales, and we have put in train several efforts to extend marketing and branding support to Affiliates. We enjoy excellent relationships with sponsors and partners, and we are poised for new growth.
  - In general, the organization has offered much more extensive and open financial data than in the past, has expanded services and personnel, and has acquired a modern home base offering increased options and services. We have new contracts and sponsors, expanded program awareness and global presence and considerable grant possibilities. DII is also challenged by the drain of the sunken costs of the old facility, an inadequate pricing structure and a less-than-hoped increase in numbers of team memberships sold this program year.
  - We finished 2009 with a year end cash balance of slightly over \$800,000, compared to just over \$1MM in 2008, which is attributed to a smaller Global Finals last year due to the swine flu scare and the recession. We thank the National Dairy Council and 3M, our financial sponsors, our partner, the Association of Equipment Manufacturers, and the sustained efforts of each of our Affiliates for their efforts contributing to our '09 Year End.
  - The organization purchased a new headquarters building in Cherry Hill, New Jersey in December, 2009.

- Revenues are projected to be up in 2010, due mostly to increased team-pak sales and a larger Global Finals. The declining trend in team sales was stemmed this year, and we are poised for growth going forward.
- Expenses are higher in '09, in part due to salaries and build-out of the new facility.
- Continuing initiatives, such as the Reach Enrichment Program, have added to our bottom line, branding and goodwill.
- Grant funds, donations and revenue from non-challenge programs was realized in excess of \$1MM this program year (these include the REACH program, and funds received from the 3M, the Dairy Council,
- The organization achieved a satisfactory auditors' report.
- Best Practices
  - We continued to update financial policies, focusing particularly on reporting style and timing.
  - Our next program year annual budget will be tied to outcomes, and be in alignment with available resources, including staff input, and support programs, administration, evaluation, and fundraising. Going forward, the Finance Committee will be reviewing policies dealing with pricing and signing authority.
  - Staff is providing better monitoring of direct and indirect costs, including allocation of staff time to program, administration, event, fundraising and other activities. Ginger Green is now monitoring trend data, which will help in understanding Affiliate trends and in allocating financial and personnel resources.
  - We have worked with the Controller to streamline the financial review process whereby accounting practices are aligned between reports, allocation of personnel time and expenses are automatically assigned to programs, real time reporting is available any time via financial software, and a system has been instituted to monitor checks issued. The Finance Committee will continue regularly scheduled financial reviews with the Controller, with an eye toward cost control and budget management, based on best financial practices.
  - The organization has added professional resources in IT, updated financial software, and hired a staff accountant.
  - Separate cost/benefit analysis for programs, like Construction Challenge and projectOUTREACH makes it much easier to assess their impact on and worth to the organization, which in turn allows us to make much stronger presentations to sponsors and potential partners.
  - The mortgage rate of interest on our new headquarters building is significantly below market due to a shared mortgage instrument between a commercial lender and the New Jersey Economic Development Authority.
- Next tasks for the Finance Committee will be focusing on our pricing structure and managing our bottom line immediately following Global Finals, as well as revisiting policies, strategies for profitability, and assessing marketing opportunities for the organization.

### **Governance Committee Report by Karen Anderson**

- Since October The Governance Committee has:
  - Reviewed and revised the Succession Plan.
  - Reviewed and revised the BOT nomination and election procedure to reflect changes implemented last year.
  - Developed and implemented an orientation procedure for new members to the BOT
  - Written and implemented a Volunteer Code of Conduct
  - Updated the Financial section of the Policy manual
- The Committee is continuing to work on a Charter for a Community Advisory Council made up of not only representatives of our sponsors but also members from various segments of the community at large.
- The committee is also overseeing the nomination procedures for the open board seat. There are eight nominations for the one open board seat. All candidates have submitted written answers to the questions that were sent out to the candidates. The election subcommittee will be reviewing the applications and questions in June and forward recommendations to the board for the July meeting.
- Items for Governance over the next few months
  - Ensure ongoing Board Member Training – currently scheduled for the July Meeting
  - Write a policy on BOT Committee and chair assignments for the policy manual
  - Oversee the Review of Policies that are required to be reviewed on an annual basis at the July meeting. A copy with assignments will be sent to committee chairs in the next few weeks.
  - Review of Bylaws and Policies to make sure they are in alignment and adhere to best practices for non profits.

### **Development Committee Report by Val Conroy**

- Revised the strategic plan and made plans for updates
- Camerlo Award accomplished for honoring 3M and Barbara Kaufman
- Congratulations to Chuck Cadle for seeking and securing fund this past year
- Continued task will be evaluating and perusing the Carmelo Award

**Motion:** Michael Kelly moved to accept the committee reports.

Second by Nancy Wigenbach.

**Action:** Motion Passed.

### **Old Business**

None

## **New Business**

John Maloney thanked the board of trustees for the “strange and wonderful time” over his past three years on the board. John requested that as the board replaces his seat that the board look for a person who seeks to represent the best of all those in DI. He also thanked the board and organization for “the time of his life.”

Bruce Urban expressed his thanks to John Maloney for his time and dedication to the organization. The board concurred.

The board chair appointed Pam Schroeder as the liaison to the university level teams to keep the communication open with the group. The chair also recognized receipt of a letter from the upper levels teams voicing their concerns about the global experiences.

Eric Wolf requested the board of trustees consider an amendment to allow the five seats to be directly elected to the board. Chair Brownie Mitchell turned the suggestion over to the Governance Committee for recommendations.

The board chair opened the floor to questions.

- Has the nomination process begun to replace John Maloney’s seat?
  - Eight candidates have applied for the position.
- In order to find grants many times an audit is required of the affiliates’ books. Can DII assist in finding a way to help small affiliates find assistance in getting their books audited?
  - Chuck Cadle suggested that perhaps the affiliates might be able to find firms who provide pro bono work as part of their benevolence to the community.

## **Future Meetings**

- The teleconference meeting scheduled for June 9, 2010 was cancelled.
- The next teleconference will be held July 14, 2010 at 8:30 EST.
- The face-to-face will be held July 28 through August 1, 2010 in Cherry Hill, NJ. Note that July 28 and August 1 will be the days to travel.
- Concern from the floor about the Knoxville AD meeting being held in the fall.
  - The AD meeting is scheduled to be held September 30 through October 4.

**Motion:** Bruce Urban moved to adjourn.

Second by Pamela Schroeder.

**Action:** Motion passed.

Meeting adjourned at 10:00 EDT.

Respectfully submitted

Johnny C. Wells

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**Cherry Hill, New Jersey**  
**July 29 – 31, 2010**

**CALL to ORDER**

**8:49 a.m. EDT**

The meeting was called to order by Acting Chair/Vice Chair, Pamela Schroeder.

**ROLL CALL**

**Present:**

Karen Anderson, Valerie Conroy, Rosemary Bognar-Pinney, Mike Kelly, Susan Oclassen, Pamela Schroeder, David Thomason, Bruce Urban, Nancy Wingenbach, Eric Wolff and CEO Chuck Cadle

**Absent:**

John Maloney, Brownie Mitchell and Johnny Wells

The minutes from May 30, 2010 were reviewed and a few minor corrections were made.

**Motion:**

Eric Wolff moved to approve the May 30, 2010 minutes.  
Second by Karen Anderson.

**Action:**

**Motion Passed.**

Acting Chair Pamela Schroeder opened the meeting by offering sparkling juice for a toast to Destination ImagiNation, Inc., to honor an extraordinary year of growth and successes.

**8:55 a.m.**

**IN CAMERA**

After a review of the agenda, an *In Camera* session was held.

**12:05 p.m.**

**ELECTION PROCEDURE**

Governance Chair Karen Anderson explained the private ballot procedure to be used for the trustee elections held after lunch. Board Parliamentarian Eric Wolff would chair the election according to Robert's Rules and Chuck Cadle would serve as auditor. Absent trustees would be given the opportunity to cast their votes by telephone to Eric Wolff.

**12:11 p.m.**

**Lunch break**

**1:21 p.m.**

**TRUSTEE ELECTION**

Eric Wolff reviewed the election procedures. He reported he had received votes by telephone from Brownie Mitchell and Johnny Wells but had been unable to reach John Maloney.

Eric Wolff announced that Brownie Mitchell and Karen Anderson were re-elected to the Board DIAD seats.

Voting proceeded for the board seat being vacated by John Maloney, resulting in a tie vote.

**2:22 p.m.**

**EXECUTIVE SESSION**

**Motion:**

Pamela Schroeder moved to go into Executive Session on behalf of a trustee's wish to make personal comments.

Second by Eric Wolff.

**Action:**

**Motion passed.**

**2:26 p.m.**

The Executive Session ended.

**Motion:**

As the bylaws allow up to seventeen seats on the BOT, Bruce Urban moved to add an additional seat to the Board of Trustees. Second by Valerie Conroy.

**2:48 p.m.**

**Action:**

**Motion to add an additional seat passed.**

**Motion:**

Eric Wolff moved that we fill the two seats with Rick Rand and Nina Schwenk.

Second by Valerie Conroy.

**Action:**

**Motion passed.**

**ELECTION OF CHAIR**

The election for Chair took place by secret ballot.

Brownie Mitchell was re-elected to Chair.

Acting Chair Pamela Schroeder thanked Nancy Wingenbach for offering to serve.

**ELECTION OF VICE CHAIR**

**Motion:**

Karen Anderson moved to nominate Pamela Schroeder as Vice Chair. Second by Bruce Urban.

**Motion:**

Eric Wolff moved that Pam be elected as Vice Chair by acclamation.

Second by Karen Anderson.

**Action:**

**Motion passed.**

Chief Operating Officer & Creative Director Rusty McCarty and Controller Joe O'Brien joined the meeting.

**3:16 p.m.**

**SUSTAINABILITY AND CAPACITY BUILDING – Rosemary Bognar-Pinney**

As part of continuing BOT training, Rosemary Bognar-Pinney presented a seminar detailing sustainability and capacity building, or what does it take

to be a very successful organization. The complete presentation will be made available to the DIAD group.

**5:46 p.m.** Break for dinner

**July 30, 2010**

**CALL TO ORDER**

**9:06 a.m.** The meeting reconvened.

**ROLL CALL**

**Present:** Karen Anderson, Valerie Conroy, Rosemary Bogner-Pinney, Mike Kelly, Susan Oclassen, Pamela Schroeder, David Thomason, Bruce Urban, Nancy Wingenbach, Eric Wolff, Chuck Cadle, Rusty McCarty, Joe O'Brien and Maureen Donovan.

**Absent:** John Maloney, Brownie Mitchell and Johnny Wells

**History of DII: Why is the Board Structured the Way It Is? - Bruce Urban**

Bruce Urban presented the origin and history of Destination ImagiNation, Inc., the affiliate representation and the evolution of its Board structure, as a story from his perspective. We do not have a written institutional memory and each time he reviewed the past, some of his perspective changed. Bruce detailed the construction of the infrastructure and the rationale behind the decisions, changes that have taken place since that time, and the reasoning behind those decisions.

**9:48 a.m.** **IN CAMERA**  
An *In Camera* session was held.

**10:42 a.m.** **Break**

**11:00 a.m.** **BUSINESS PLAN AND 2010-2011 BUDGET – Chuck Cadle**  
CEO Chuck Cadle detailed information explaining the kinds of financial reports we will be receiving and introduced the DII Business Plan for Fiscal Year 210/11

**12:16** **Break and Lunch**

**12:40** Meeting resumes with further discussion.

Nancy Wingenbach thanked Chuck Cadle, Joe O'Brien, Rusty McCarty and Maureen Donovan for the presentation of the business plan.

**1:42 p.m.** Pamela Schroeder passed along emailed thanks and appreciation to all from Brownie Mitchell for cards, telephone calls and flowers offered during her recent illness.

**Break**

**1:55 p.m.** **Finance and Management Committee meetings, followed by Governance and Development Committee meetings.**

**5:30 p.m.** **Dinner**

**July 31, 2010**

**CALL TO ORDER**

**8:35 a.m.**

**ROLL CALL**

**Present:** Karen Anderson, Valerie Conroy, Rosemary Bognar-Pinney, Mike Kelly, Susan Oclassen, Pamela Schroeder, David Thomason, Bruce Urban, Nancy Wingenbach, Eric Wolff, and Maureen Donovan. Chuck Cadle arrived a bit later.

**Absent:** John Maloney, Brownie Mitchell and Johnny Wells

**8:54 a.m.** Recess to Committee meetings

**10:55 a.m.** Back in session.  
CEO Chuck Cadle answered questions on the business plan and proposed budget.

**11:07 a.m.** **EXECUTIVE SESSION**

**Motion:** Karen Anderson moved that we go into Executive Session for a discussion of personnel.  
Acting Chair Pamela Schroeder: so moved.

**11:18 a.m.** Out of Executive Session.

Eric Wolff suggested the need to begin strategic talks about tournaments as we continue to grow and expand internationally.

**11:37 a.m.** **EXECUTIVE SESSION**

**Motion:** Pamela Schroeder moved that we go into Executive Session for a discussion concerning personnel.  
Second by Eric Wolff.

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

**12:13 p.m. Back in session. Recess for lunch.**

**1:42 p.m. MAMGEMENT COMMITTEE REPORT – Eric Wolff**  
A proposed CEO evaluation process, which has been distributed via email, is meant to create a meaningful, ongoing dialogue for a most effective working relationship between the BOT and CEO, with a yearly documentation of the dialogue. The process by which the evaluation would be conducted was outlined.

**1:52 p.m. EXECUTIVE SESSION**  
**Motion:** Pamela Schroeder moved to go into Executive Session on a personnel issue.  
Second by Eric Wolff.  
**Action:** **Motion passed.**

**2:01 p.m.** The Executive Session ended.

**FINANCE COMMITTEE REPORT – Pamela Schroeder, Chair**  
There are several recommendations and motions from the Committee.

:

- A discussion of new accounting principles for contributions versus revenue took place with Rosemary Bognar Pinney, Pamela Schroeder, Chuck Cadle, Joe O'Brien, and Steve Flaa on July 28, 2010.
- Recommendation: Staff include more analytical tools in their monthly reporting to the Finance Committee, to include allocation of overhead, cash projections and income statement projections. This has been adopted.
- Recommendation: DII retain the services of Faktorow & Barnett as our accountants for the next fiscal year
- Recommendation: DII investigate additional, more affordable legal counsel for non-trademark and contract review work, including pro bono opportunities
- Recommendation: In the interest of transparency and clarification, the subaccount Salary Bonuses be unbundled into two subaccounts titled Discretionary Bonuses and Overtime Allowance

**Motion:** Pamela Schroeder moved that that Policy 2.0 be amended as follows:  
**Section C 2.0 Destination ImagiNation Team Pak Fees**  
Remove the first line which names specific fees. The policy now reads:  
Increases or decreases in Team Pak fees must be approved by the Board of Trustees at the winter meeting prior to the next program year, or subject to special Board action.

Second by Susan Oclassen

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

**Motion:** Pamela Schroeder moved that the Finance Policies be amended as follows:  
**Section D**  
Replace the old 5.0. Policy now reads:

**5.0 CEO:**

**5.1** The CEO has the full and exclusive authority to oversee the operations of Destination ImagiNation, Inc.

**5.2** The CEO has full authorization to run the business within the budget. Any Financial Obligation in excess of \$25,000 that has not been approved as part of the annual budget must be presented to the BOT for approval, but any expenditure of less than \$25,000 is within the CEO's authority. In addition, any significant (over \$25,000 ) financial obligation that has not been approved as part of the annual budget process must be presented to the Board for consideration through issue of financial reports in advance of any meeting in which is it considered.

**5.3** The CEO will execute all personnel contracts as approved within the budget. Those contracts obligating the organization to more than \$25,000 shall be co-signed by the Controller.

Replace the old 6.0. Policy now reads:

**6.0 Signing Authority:**

**6.1** All checks, bank transfers, and wires transfers in excess of \$10,000 must be signed by more than one person. All signers must be authorized to sign on accounts upon which funds are drawn. In accordance with the policies of the organization, the Controller will act as the principal signing authority for banking purposes, **except where policies dictate.**

**6.2** In accordance with the policies of the organization, the four members of senior management, the CEO, COO, Controller, and Human Resources Director or, in their absence, the Chair or Vice Chair of the Board will act as signing officers for banking purposes and for entering into contracts with third parties. Contracts in excess of \$25,000 require two authorized signatures, one of which

must be the Chief Executive Officer or, in his or her absence, the Chair or Vice Chair of the Board.

**6.3 Check Signing Authority:**

1. Designated members of the senior management team, the Chief Executive Officer, Chief Operating Officer, Controller and Human Resources Director or, in their absence, the Chair and or Vice Chair of the Board are authorized to sign checks.
2. Checks up to \$10,000 require one signature.
3. Checks over \$10,000 and up to \$25,000 require two signatures.
4. Checks over \$25,000 require two signatures, one of which must be the Chief Executive Officer or, in his or her absence, the Chair or Vice Chair of the Board.

Second by Karen Anderson

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

The Finance Committee also recommends that future financial reporting show separate operational, investment and development performance, with metric analysis showing progress toward goals.

**Motion:** The Finance Committee recommends the Board approve the proposed 2010-2011 Budget.  
Second by Eric Wolff

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

**GOVERNANCE COMMITTEE – Karen Anderson, Chair**

Karen Anderson reminded all committees of the Policies to be Addressed by the BOT on an Annual Basis, found in Vital Documents. At this meeting we have the Business Plan, Risk Management Plan and the CEO is in the process of getting Affiliate License Agreements. For the October meeting, come prepared to sign the Code of Conduct; other items will be added to the agenda. The Management Committee will need to have the annual Statement of Commitment, Assessment of Board Service and CEO evaluation. The Governance Committee will have the Conflict of Interest to be signed. The Development Committee should be looking for signature opportunities.

**Motion:** The Governance Committee moves that the following bylaw be changed as follows:

Article 3 section 1 B ii

**Currently reads –**

Five (5) Trustee seats shall be filled from nominations provided by Destination ImagiNation Affiliate Directors (DIAD) group.

**Proposed change**

Article 3 section 1 B ii - to read -  
Five (5) Trustee seats shall be filled through an election conducted by the Destination ImagiNation Affiliate Directors (DIAD) group.

Second by Bruce Urban

**Motion:** Eric Wolff moved to postpone the question to the next regularly scheduled BOT meeting.  
Second by David Thomason.

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

**Motion:** The Governance Committee moves that the following bylaw be added:  
Article 3 section 1 C  
iii. Trustee Terms shall begin and end at the in-person Board meeting closest to the beginning of the fiscal year but no later than the first day of the fiscal year.  
Second by Susan Oclassen.

Note: This bylaw addition requires a vote now and posting for a month.

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

**Motion:** The Governance Committee moves to change the following bylaw:  
Article 1 section 1. PRINCIPAL OFFICE  
**Currently Reads**  
The principal office of the Destination ImagiNation, Inc. (the “Corporation”) is located at 114 East High Street, Glassboro, New Jersey.  
**Proposed Change** to reflect correct address  
The principal office of the Destination ImagiNation, Inc. (the “Corporation”) is located at 1111 South Union Avenue, Cherry Hill, New Jersey.  
Second by Eric Wolff.

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

**Motion:** The Governance Committee moves to adopt the following policy:  
**Proposed board policies Section B**  
2.4.1 Board Member Standing Committee Assignments  
Each board member will serve on at least one board Committee.  
Members will be assigned to Committees by the Chair of the

Board taking into consideration their areas of interest and expertise. Committee appointments are for one year and will be made after the board officer elections are held. The Chair of each board Committee will be appointed by the Chair of the Board. The Committee Chairs and members will begin their appointed positions at the Fall meeting beginning the new fiscal year. Second by David Thomason.

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

**Motion:** The Governance Committee moved to adopt the following policy:  
10.2.9 Newly elected trustees will be seated at the in-person Board Meeting closest to the beginning of the fiscal year but no later than the first day of the fiscal year.

i. A trustee who has been elected to fill a seat vacated mid- term will take that seat immediately upon appointment or election.

Second by Eric Wolff.

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

The Governance Committee makes the following recommendations:

\*Copyright/Trademark Issue

Recommendation to Staff that a statement be drafted and put in our corporate operations manual, Rules of the Road, Global Finals materials and on the website. Additionally, it should be sent to ADs, and RDs with appropriate legal language. It is intended to state that we do not authorize, condone or sanction copyright and/or trademark infringement in any DII marketing or promotional collaterals, e.g. pins, give-aways. This suggestion will be sent via email to Staff.

\*Recommendation to the Board regarding Communications –

Rather than put together a policy regarding communication, we would like to suggest that we all follow the following guidelines: when a Board member wants to communicate privately with another Board member or the CEO, and you do not want the conversation shared, please mark your communication as “private” or “confidential.” If it is not so marked, it will be assumed that it is available for discussion or sharing with other Board members. In general, information shared on the BOT email list should be considered between board members and the CEO, and not for distribution outside the group.

Suggested book resources for the BOT are “Ten (12) Responsibilities of the Board” and “Ten (12) Responsibilities of the CEO” by BoardSource.

The Governance Committee will be working on:

- By Laws and Policies – change “Membership” to Team Registrations, participants, etc.
- Revise Nomination Policy with respect to interviews and skill sets.

**DEVELOPMENT COMMITTEE** – Valerie Conroy, Chair

The Development Committee decided to withdraw its proposal on the Development Council and is looking to create a separate fundraising entity or foundation. This entity will not relieve the BOT of its fundraising responsibility. The Trustees are encouraged to make their annual donations to the corporation for the fiscal year. There was a discussion of the need to adjust language in the Risk Factors, listed in the Business Plan, to match the current BOT fundraising responsibilities.

**FINANCE COMMITTEE** – Pamela Schroeder, Chair

A correction is needed to make the Finance Policy concerning the CEO agree with the Signing Authority policy language. 5.3 should be changed to \$10, 000, not \$25,000, and it should be moved under Signing Authority. There is no new motion needed here and the correction will be sent to Governance.

**Motion:** Eric Wolff moved that the Committee reports be accepted.  
Second by David Thomason.

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

**3:49 p.m.** **Break**

**3:56 p.m.** **OLD BUSINESS**

Board Liaison to the Quality Review Panel and Central Challenge Development, Bruce Urban and DIAD President, Eric Wolff reported on the recent Challenge Development meeting in Knoxville.

**NEW BUSINESS**

**Motion:** Eric Wolff moved that the BOT authorize the CEO, President of DIAD and the Chair of the Board to put together a committee to negotiate the new language for the Affiliate License Agreement.  
Second by Pamela Schroeder.

Chuck Cadle suggested this be an ad hoc committee. He also suggested that it include not only Staff, the DIAD President and BOT Chair, but also have DIAD affiliates of each categorical size involved in the license discussion, such as affiliates with greater than one thousand team registration, those with over 250 teams and those with fewer than 250 teams.

Acting Chair Pamela Schroeder said the meeting had been inspirational and she thanked everyone for their participation. As a group, we are responsible for the fortunes of the company and she said she personally felt very excited about the coming year.

**4:31 p.n.**

**Motion:** Eric Wolff moved to adjourn.  
Second by Rosemary Bognar-Pinney

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

Susan R. Oclassen,  
Recording Secretary

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**September 8, 2010**

**CALL to ORDER**  
**8:36 p.m. EDT**

The meeting was called to order by Chair Brownie Mitchell.

**ROLL CALL**

**Present:**

Karen Anderson, Rosemary Bognar-Pinney, Brownie Mitchell, Susan Oclassen, Pamela Schroeder, Bruce Urban, Johnny Wells, Nancy Wingenbach, Eric Wolff and CEO Chuck Cadle. Michael Kelly and Valerie Conroy arrived after the meeting commenced.

Guests in attendance were incoming Trustees Nina Schwenk and Rick Rand.

**Absent:**

David Thomason.

**AGENDA**

**Motion:**

Johnny Wells moved to approve the agenda.  
Second by Pamela Schroeder.

Chair Brownie Mitchell welcomed incoming Trustees Nina Schwenk and Rick Rand.

**MINUTES**

Chair Brownie Mitchell remarked that, during her terms on the Board, she had never missed a BOT meeting until the last one, due to illness. She very much appreciated the notes and comments from other trustees which increased her understanding of the discussions that took place in her absence.

In order to further increase communication flow, she suggested that the notes from the session given by Rosemary Bognar-Pinney in July on sustainability and capacity building (or what it takes for an organization to be successful) be made available to DIAD.

Karen Anderson offered a correction from Robert's Rules to the July 29-31, 2010 minutes concerning the requirements for the acceptance of a bylaws change.

**Motion:**

Nancy Wingenbach moved to approve the July 29-13, 2010 minutes as amended.

Second by Karen Anderson.

**Action:**

**Motion Passed.**

Discussion ensued on the motion on the floor from the previous meeting concerning changing the bylaws to fill DIAD seats on the BOT by direct election as follows:

**Proposed change**

Article 3 section 1 B ii - to read -  
Five (5) Trustee seats shall be filled through an election conducted by the Destination ImagiNation Affiliate Directors (DIAD) group.

The discussion centered on the changes needed in general BOT election procedures and policies, to be worked on by the Governance Committee. It was noted that the proposed direct election to the BOT by DIAD would not occur for two (2) years. While there was strong support for DIAD having the right to elect its representatives, some felt the Board should first develop its own model of process, guidelines and skills criteria for selection and election of Trustees elected by the BOT. This model could then be provided to DIAD for consideration. Others felt the motion should be voted without delay.

**Motion:** Nancy Wingenbach moved to table the motion.  
Second by Rosemary-Bognar Pinney.

**Action:** **Motion did not pass.**

**Action:** A vote was taken on the original Proposed change motion as shown above.  
**Motion passed.**

**Motion:** Eric Wolff moved that the Governance Committee begin the process of determining new election policies and procedures to allow direct election by DIAD as proposed.  
Second by Mike Kelly.

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

**CEO UPDATE**

CEO Chuck Cadle summarized his recent BOT report.

- The new season was launched on September 1<sup>st</sup>, thirty (30) days in advance of last year's launch, a change made at the request of our ADs, and teams have been registering.
- Roger Garriock, Director of Operations of Canada, secured a new, 3-year sponsor, Ameresco, and has commitments for new teams.
- Our Scotland contact is introducing DI to 40 schools.
- The Instant Challenge Writing session went extremely well. Fritz Schwenk has eleven years of data concerning the success of the program.
- Financial statements are done and are being forwarded to the Finance Committee.

- Positions are open for an International Coordinator and an Instructional Designer. Position changes, to facilitate budget planning and fill internal staffing needs, will be announced next week.
- The first Global Finals planning meeting will be held October 7<sup>th</sup>.
- DII has completed its programming and kit building for SEED (Share, Explore, Experience and Do), a joint venture between UT Extension and the USDA; the launch date is September 20<sup>th</sup>.
- The seven remaining Air Force camps will be held in the next fiscal year.
- Staff members successfully defended DI as an integral part of the National Dairy Council's Fuel Up To Play 60 initiative and the National Dairy Council will continue as a sponsor. However, its funding will be paid in January, rather than in October.
- An expanded relationship with 3M is being explored.
- Eric Wolff has been leading a discussion on a revamp of our affiliate license agreements.
- Glassboro, NJ, continues to make significant improvements in the area of our former office but there has been no sales activity for our property.
- DIAD will be given a copy of the 2010/11 Business Plan and Budget at the upcoming meeting.
- *Leading the Way*, our first on-line "blog"- related newsletter is an example of our move toward 21<sup>st</sup> Century activities.
- Staff members clearly understand the business plan goals and how specific activities are related to them.

#### **AD HOC COMMITTEE**

Eric Wolff reported that the Affiliate License Agreement Committee ("Aflac") had met and the process was going well. Its members are Eric Wolff, Mike Kelly, Val Conroy, Bruce Urban, Chuck Cadle, Brownie Mitchell, Katie Jones, Jay Swords, Steve Cormier and Sue Shanks. The Committee has been asked to determine what makes an affiliate, what its responsibilities are, what the responsibilities of DII Headquarters are, and what should be done when responsibilities or expectations are unmet.

#### **MANAGEMENT COMMITTEE – Eric Wolff, Chair**

Eric Wolff reviewed the CEO evaluation process that the Committee chose. He asked the Trustees to answer a set of questions by September 18<sup>th</sup> as part of the process.

#### **FINANCE COMMITTEE – Pamela Schroeder, Chair**

After discussions with Chuck Cadle and Joe O'Brien, Pamela Schroeder reported that subsequent monthly financial information would be received by the fifteenth of each month. The new format will include a revenue summary, forecast of the next month's net contribution from operations

and cash, the statement of current financial position, selected balance sheet accounts and current statement of cash flows. In addition, the Committee would like to see variance analysis, MD&A discussion and marketing analysis as appropriate. The Finance Committee will expect to see expanded numbers on a quarterly basis.

If BOT teleconference meetings continue to be held on the second Wednesday of the month, the finance reports will be a month behind, so a change in meeting on the fourth Wednesday would offer more current information.

**Motion:** Rosemary Bognar-Pinney moved to hold the monthly teleconference meetings to the fourth Wednesday of the month so that timely financial information will be available.

Second by Eric Wolff.

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

Pamela Schroeder pointed out that the fourth Wednesday in November, the day before Thanksgiving, might be inconvenient. An alternate date shall be suggested at the October meeting.

#### **DEVELOPMENT COMMITTEE – Valerie Conroy, Chair**

Valerie Conroy said that Rosemary Bognar-Pinney is researching the appropriate structure and financial implications for the proposed Development Council.

Matthew Arts has been helpful in discussions on seeking sponsorships. Valerie Conroy reminded the Trustees to consider corporate contacts in their areas as potential sponsors and partners and to make their personal annual contributions before the beginning of October.

#### **GOVERNANCE COMMITTEE – Karen Anderson, Chair**

Karen Anderson reported that two bylaw changes voted on in July had been posted for thirty days without challenge and were, therefore, accepted. She and Sue Oclassen were removing the term “membership” from documents so that all changes could probably be made in one bylaw change.

The charters for each BOT committee will be sent. Any Trustee who wishes specific assignments or changes should speak to Brownie Mitchell before the October meeting.

Chair Brownie Mitchell reported that Dr. Callahan of UVA study wishes to speak with the BOT via teleconference during the fall meeting. During that meeting we will meet and have dinner with DIAD on Saturday but Friday dinner will be on our own. We will meet during the day on Sunday and on Monday until noon, followed by lunch for those who are able to stay.

**9:37 p.n.**

**Motion:** Karen Anderson moved to adjourn.  
Second by Bruce Urban.

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

Respectfully submitted,  
Susan R. Oclassen,  
Recording Secretary

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**September 20, 2010**

**CALL to ORDER**  
**8:34 p.m. EDT**

The special meeting was called to order by Chair Brownie Mitchell.

**ROLL CALL**

**Present:**

Karen Anderson, Valerie Conroy, Brownie Mitchell, Susan Oclassen, Pamela Schroeder, David Thomason, Bruce Urban, Johnny Wells, Eric Wolff and CEO Chuck Cadle. Michael Kelly, Nancy Wingenbach and Bruce Urban arrived after the meeting commenced.

Guest in attendance was incoming Trustee Rick Rand.

**Absent:**

Rosemary Bognar-Pinney

**Motion:**

Karen Anderson moved to waive the usual seven-day notice for the meeting.

Second by David Thomason.

**Action:**

**Motion passed.**

**MINUTES**

Chair Brownie Mitchell said the special meeting was called to explain the financial variances between the numbers reported in July and the current, adjusted figures. She also notified the BOT of the receipt of a letter from Cynthia Kirby.

**Motion:**

Eric Wolff moved to accept correspondence from Cynthia Kirby.

Second by Johnny Wells.

**Action:**

**Motion passed.**

A discussion ensued concerning CEO and Staff communications with DIAD and operational versus governance functions.

CEO Chuck Cadle explained there was no reason for alarm in the financial variances given in the current reports. The external accountants had missed a few entries and accruals that should have been made in June but will now be evident in August statements. Due to increased scrutiny for more complete reporting by our internal accountants, the omissions were caught.

The changes do not affect the budget and the omissions would have been caught in the annual audit. We will end the year with a positive variance of approximately \$100M over what had been planned in the deficit budget.

Chuck Cadle will be presenting financial information to DIAD for discussion and input before decisions are made by the BOT in January for organizational sustainability. The trustees discussed how best to offer the information during the fall meeting. Chuck Cadle thanked the trustees for their input and said he would send revised presentation material prior to the fall meeting for further consideration.

Chair Brownie Mitchell reminded those who wanted changes in committee assignments to alert her before the fall meeting.

**9:36 p.n.**

**Motion:**

Eric Wolff moved to adjourn.  
Second by David Thomason.

**Action:**

**Motion passed.**

Respectfully submitted,  
Susan R. Oclassen,  
Recording Secretary

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**Gatlinburg, Tennessee**  
**October 3 -- 4, 2010**

**CALL to ORDER**  
**8:49 a.m. EDT**

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

**ROLL CALL**

**Present:**

Brownie Mitchell, Karen Anderson, Valerie Conroy, Rosemary Bognar-Pinney, Susan Oclassen, Rick Rand, David Thomason, Bruce Urban, Johnny Wells, Nancy Wingenbach, Eric Wolff and CEO Chuck Cadle

**Absent:**

Mike Kelly, Pamela Schroeder, Nina Schwenk

**AGENDA**

Chair Brownie Mitchell asked everyone to refer to the agenda as revised prior to the meeting. She explained the format of the Skype sessions planned for the morning with Dr. Carolyn Callahan, of the University of Virginia, in conjunction with the study of the effectiveness and impact of our program. The BOT would be split into two groups: the Finance Committee would be questioned while the Management Committee met, then the groups would switch places. We would be asked 12-15 questions; our answers were to be short, succinct ones, given the time constraints. The Board then recessed for the Skype and Committee sessions.

**11:02 a.m.**

Chair Brownie Mitchell welcomed Rick Rand and, in absentia, Nina Schwenk, to the Board, and the agenda was reviewed.

**Motion:**

Valerie Conroy moved to approve the agenda.  
Second by David Thomason.

**Action:**

**Motion Passed.**

**MINUTES**

The minutes from September 8 and September 20, 2010 were reviewed. It was mentioned that Board minutes for many organizations consist only to record motions that have been passed.

The BOT considered the interests of our key constituency, DIAD, and the desire for transparency in a discussion of how comprehensive our minutes should be and whether rationale should be given for every motion. It was generally agreed that summaries of discussions and rationale for most motions, those for which such information would be informative, should be provided, and such information was added to the minutes of September 8th. Rationale would not be given for obvious motions concerning approval of minutes, adjournment, etc.

**Motion:**

Nancy Wingenbach moved to approve the minutes of September 8, 2010 as amended.

Second by Valerie Conroy.  
**Action:** **Motion Passed.**  
**Motion:** Karen Anderson moved to approve the September 20, 2010 minutes.  
Second by David Thomason.  
**Action:** **Motion Passed.**

## COMMITTEE STRUCTURE

Chair Brownie Mitchell reviewed Committee assignments for the year:

- **Management Committee**, Eric Wolff, Chair
  - Valerie Conroy
  - Bruce Urban
  - David Thomason
  - Nancy Wingenbach
  - Johnny Wells
  - Rick Rand
  
- **Finance Committee**, Pamela Schroeder, Chair
  - Mike Kelly
  - Karen Anderson
  - Sue Oclassen
  - Rosemary Bognar Pinney
  - Nina Schwenk
  
- **Governance**, Karen Anderson, Chair
  - David Thomason
  - Bruce Urban
  - Nancy Wingenbach
  - Mike Kelly
  - Rick Rand
  
- **Development**, Valerie Conroy, Chair
  - Pamela Schroeder
  - Eric Wolff
  - Rosemary Bognar Pinney
  - Johnny Wells
  - Nina Schwenk

Chair Brownie Mitchell and CEO Chuck Cadle, as ex officio, will ‘float’ between committees. Eric Wolff will continue to serve as Parliamentarian and Bruce Urban will continue as Compliance Officer for the Whistleblower Policy. Mike Kelly will replace John Maloney as Marketing Liaison.

Documents which required an annual signature were reviewed, including the Code of Conduct, Conflict of Interest Policy and Trustee Member Agreement, as well as the unsigned Board Member Self-Evaluation form.

Chair Brownie Mitchell asked Trustees to review the documents carefully before signing, as they require considerable personal commitment to the BOT. The Code of Conduct includes the provision that every Trustee will take an active role in activities in at least one program in DII; it was agreed that this would include volunteering during Global Finals. This requirement or others may need adjustment in the future for Trustees who have no previous or current association, other than Board membership, with our organization.

**Motion:** Valerie Conroy moved that the Governance Committee annually review the Code of Conduct prior to signing and make suggestions as needed.  
Second by Eric Wolff.

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

**12:07 p.m.** **Lunch**

**1:08 p.m** **EXECUTIVE SESSION**

**Motion:** Valerie Conroy moved to go into Executive Session for a discussion of contractual issues.  
Second by Johnny Wells.

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

**1:38 p.m.** The Executive Session ended.

**CEO REPORT** Chuck Cadle gave an update of the 2010-11 season. He said the sales of 30Plus-Paks and domestic sales of team registrations were significantly higher than last year, and Canadian sales were very strong.

**2:01 p.m.** **EXECUTIVE SESSION**

**Motion:** Bruce Urban moved to go into Executive Session for a continuation of the discussion of contractual issues.  
Second by Eric Wolff.

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

**2:10 p.m.** The Executive Session ended.

A list of personnel changes was distributed. We have one position open for a strategic marketing director.

Emily Panasowich, a DII program veteran, Global Finals winner, former teacher in Korea and avid traveler, was hired as International Coordinator.

Rather than hiring a training coordinator, a platform was needed for online training with the content we have, so it will be outsourced.

The first Global Finals planning meeting will be held October 7, 2010.

Nancy Wingenbach is the BOT Globals liaison.

The Glassboro area improvement is continuing and we are considering a strategic marketing real estate firm for the sale of our original headquarters.

DIAD received copies of the business plan and budget.

*Leading the Way* was launched September 1, 2010, with our first online blog, enabling timely dissemination of information and users to add comments to articles. The DII community will receive summaries of updates by email.

CEO Chuck Cadle agreed to send the CEO Report to the BOT in electronic form.

## **DIAD REPORT**

DIAD President Eric Wolff reported that the DIAD meeting was very successful by general acclaim. Staff gave very good, focused presentations on anti-static marketing, PR, and educating about DII. The workshop PowerPoints will be available on the Resources area of the website. Eric extended kudos to the Staff for the excellent marketing tools given to the ADs; the comments he heard about the workshops included, “valuable, entertaining, energizing and quite valuable”. CEO Chuck Cadle commented that the Staff worked very hard to add value to the ADs in this meeting.

The Curriculum Committee presented its work product. The Challenge Committee will submit reports with suggestions for the Quality Review team and hopes the latter entity will be continued. The pin concerns were addressed.

The BOT met with DIAD and heard some concerns about better communication and reporting, which have been addressed during this meeting. ADs were pleased about the ongoing work of the “AFLAC,” the Affiliate Licensing Agreement Committee. ADs compared and found wide variations in affiliate pricing.

Eric Wolff ended the meeting with the reminder of our CEO’s challenge of thinking about how to expand the program with growth of team paks.

**2:36 p.m.**

**Break**

**3:10 p.m.**

Back in session.

**3:16 p.m. EXECUTIVE SESSION**

- Motion:** Eric Wolff moved to go into Executive Session for a discussion of a contractual matter.  
Second by David Thomason.
- Action:** **Motion passed.**
- 3:34 p.m.** Executive Session ended. Management and Finance Committee meetings resumed.
- 5:00 p.m.** Committee meetings ended. The BOT Recessed for dinner.

**Monday, October 4, 2010**

**8:30 a.m.** Development and Governance Committee meetings commenced.

**10:38 a.m.** Chair Brownie Mitchell remarked that all committees had worked very hard and none had finished its work. She asked the committees to report online if time constraints did not allow for reporting today.

The annually signed documents were collected.

As Chair of Management Committee, Eric Wolff apologized that the CEO evaluation process was taking more time than expected, but that was no reflection on CEO Chuck Cadle; rather, the Committee wanted to do the process well so that the instrument would be useful in the future.

As President of DIAD, Eric Wolff reported that the Ad Hoc AFLAC Committee meetings were going extremely well; the conversation is very broad-ranging and thorough, taking more time than expected, but he feels confident that this will result in a useful document.

**FINANCE COMMITTEE** – Karen Anderson, reporting in the Chair’s absence

- There was a question on the allocation of overhead in the business plan given to DIAD; CEO Chuck Cadle agreed to make suggested changes.
- Some donations were not properly acknowledged or credited in the past; Staff was asked to refine its procedures.
- The Committee recommended to Management that an experienced National foundation and governmental grant writer as soon as financially feasible.
- The Committee recommended to Management that the average cost of an affiliate be shared with the affiliates.

**Motion:** The Finance Committee moves that the affiliates' share of the sponsorship funds and the affiliate percentage of other sponsored money be paid to the affiliates at the usual time in January or February, 2011.  
Second by Eric Wolff.

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

**10:54 a.m. EXECUTIVE SESSION**

**Motion:** Eric Wolff moved to go into Executive Session for a discussion of personnel and contractual issues.  
Second by David Thomason.

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

**11:25 a.m.** The Executive Session ended.

This was suggested in response to the request from DIAD for increased communication.

As Parliamentarian, Eric Wolff made the following motion:

**Motion:** In response to DIAD request for greater transparency:  
I move that going forward the BOT adopt a practice of including, with each motion and at the discretion of the "mover", a statement of rationale for the motion in the minutes. That would take the form of:  
"For the following purpose..... I move that" ...language of the motion.  
I suggest that discussion not be included in the minutes as a matter of practice.  
I further suggest that minor or simple procedural motions that do not pass be excluded from the minutes.  
Second by Bruce Urban.

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

### **OLD BUSINESS**

Chair Brownie Mitchell opened a discussion of how to assist those Trustees who miss a meeting in gaining information not included in the minutes.

The BOT meetings will be held on the fourth Wednesday of each month except where noted. The meetings will be:

#### **2010**

October 27

November 17

December 15

#### **2011**

January 26 (travel day), 27, 28, 29, Cherry Hill (home on the 30<sup>th</sup>)

February 23  
March 23  
April 27  
May 25 – 28 Global Finals; BOT meets May 29  
June 22  
July 27 (travel day), 28, 29, 30 (home on 31<sup>st</sup>)  
September 18 - 19 (DIAD meets 15 – 17)

**DEVELOPMENT COMMITTEE – Valerie Conroy, Chair**

The Committee is proposing the creation of DIDB, a Destination ImagiNation Development Board.

- It would be an embedded model which would be a separate board but would work under the 501(c)3 status of DII.
- There is a need for it not to exist in perpetuity and it was suggested that some donations do not work well under the 501c3 restrictions.
- After reaching a certain threshold of donations, the DIDB could become a separate organization and achieve its own 501(c)x designation.
- A maximum of 25% of the seats on the DIDB could be held by BOT members, with a minimum of two BOT members serving jointly.
- The donations would be placed in a restricted fund, minus a maximum ten percent which may be used for expenses.
- Board members would need to make significant minimum annual donations, have a passion for the organization and would have to go through the same vetting and approval process as BOT members.
- BOT members were asked to consider potential DIDB members.

**GOVERNANCE COMMITTEE-Karen Anderson, Chair**

- Working on a revision of Bylaws and Policies to remove and replace the word “membership” throughout both documents to comply with the advice of the attorney and reduce our risk.
- Working on copyright and trademark issues regarding pins and a small revision to the merchandize policy regarding team-made items
- Will be working on revisions to the Nomination Policies and Policies regarding the DIAD election

Chair Brownie Mitchell voiced her feeling that the entire week had gone very well and she appreciated the work done by the Board members during this shortened meeting.

**12:04 p.m.**

**Motion:**

Eric Wolff moved to adjourn.  
Second by Johnny Wells.

**Action:**

**Motion passed.**

Respectfully submitted,  
Susan R. Oclassen,  
Recording Secretary

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**October 27, 2010**

**CALL to ORDER**

**8:35 p.m. EDT**      The meeting was called to order by Board Chair, Brownie Mitchell.

**ROLL CALL**

**Present:**              Karen Anderson, Rosemary Bognar-Pinney, Valerie Conroy, Mike Kelly, Brownie Mitchell, Sue Oclassen, Rick Rand, Nina Schwenk, David Thomason, Bruce Urban, Johnny Wells, CEO Chuck Cadle, and Director of Human Resources Maureen Donovan.

**Absent:**                Pamela Schroeder, Nancy Wingenbach, and Eric Wolff

**APPROVAL of AGENDA**

Approval of the minutes of January 29-30, 2010 was added to the Agenda.

**Motion:**              Johnny Wells moved to approve the Agenda as amended.  
Second by David Thomason.

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

**8:38 p.m.              EXECUTIVE SESSION**

**Motion:**              Karen Anderson moved to go into Executive Session for a matter of personnel.  
Second by Bruce Urban.

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

**8:41 p.m.              Executive Session ended.**

**APPROVAL of MINUTES**

**Motion:**              Rosemary Bognar-Pinney moved to approve the Minutes of January 29 - 30 and October 3 - 4, 2010.  
Second by Johnny Wells.

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

**CEO REPORT**

Chuck Cadle reported on the following:

- Our International Coordinator, Emily Panasowich, has completed her first week in the job.
- We have one position open: Strategic Marketing/Development Director.
- The auditors were very pleased with the reconciled accounts and readily available information, thanks to the work done by our accounting staff.
- Year-end results are preliminarily better than anticipated.

- The first Global Finals planning session was held in Knoxville on October 7<sup>th</sup>.
- A new firm has been hired to market the Glassboro property.
- The Staff and DIAD conference received very positive ratings and feedback.
  - The meeting, workshops given by Staff, Intro marketing video and Roadmap were lauded as very helpful.
- Recent productive meetings of AFLAC, for work on affiliate license agreements, and the Development Committee, which is working on new funding sources, have been held.
- Branding efforts have begun to expand on a broader scale for ease of access and greater international focus.
- *Leading the Way*, the online publication, has been popular and has offered timely information and opportunity for comments.
  - Chuck Cadle posted an article on bullying, a recent subject of growing concern.
- The Student Ambassador project was completed in September.

**COMMITTEE REPORTS:**

**Management Committee** – Eric Wolff, Chair;

Brownie Mitchell, reporting in his absence:

- All evaluations should be completed soon.
- AFLAC meetings are going very well and a draft of a new affiliate license agreement should be ready by January.

**Finance Committee** – Pamela Schroeder, Chair;

Brownie Mitchell reporting in her absence:

- CEO Chuck Cadle and Director of Human Resources Maureen Donovan discussed the DII contributions to the current discretionary Retirement Plan.

**Motion:**

Karen Anderson moved that we pay the DII contribution for this past year to the Retirement Plan as we have in the past and as agreed with our employees.

Second by Mike Kelly.

**Action:**

**Motion Passed.**

Chair Brownie Mitchell asked the Finance Committee to consider possible modifications to the future funding of the Retirement Plan in its discussions as soon as possible to ease budget planning.

**Development Committee** – Valerie Conroy, Chair

- Due to new information gained from recent meetings, the Committee has modified its original plans and expects to have a draft plan for a funding board in the near future.

- It has asked the BOT to consider potential members.
- The Committee is seeking partnerships to increase diversity and participation in under-served areas.

**Governance Committee** – Karen Anderson, Chair

- On the advice of legal counsel, the Committee has removed the term “membership” from the Bylaws and Policy Manual.
- The changes will be sent to the full BOT for review on Friday and for voting for approval November 10 – 12, 2010.
- After Board approval, the Bylaws will be posted on the website and, if there are no objections within a month, the changes will be passed.
- Once passed, the documents will go to a subcommittee for correction of formatting, since changes made over the years have caused some misalignment.

**Motion:** Karen Anderson moved for an electronic vote on the proposed changes in Bylaws and Policies to be held November 10 – 12, 2010, on the advice of legal counsel to remove the term “membership” from such documents.

Second by Johnny Wells.

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

**Next Meeting Date:**

Teleconference – Wednesday, November 17, 2008 at 8:30 p.m. EST  
( to be held one week early, due to the Thanksgiving holiday)

**Motion:** Bruce Urban moved to adjourn the meeting.  
Second by Rosemary Bognar-Pinney.

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

The meeting adjourned at 9:31 p.m.

Susan Oclassen  
Recording Secretary

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**November 17, 2010**

**CALL to ORDER**

**8:36 p.m. EDT**

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

**ROLL CALL**

**Present:**

Karen Anderson, Rosemary Bognar-Pinney, Valerie Conroy, Brownie Mitchell, Sue Oclassen, Rick Rand, Nina Schwenk,, Bruce Urban, Nancy Wingenbach, Johnny Wells, Eric Wolff, CEO Chuck Cadle, Controller Joe O'Brien, Board Administrator Maureen Donovan and Assistant Controller Steve Flaa

**Absent:**

Mike Kelly, Pamela Schroeder, David Thomason

**APPROVAL of AGENDA**

**Motion:**

Rosemary Bognar-Pinney moved to approve the Agenda  
Second by Eric Wolff.

**Action:**

**Motion Passed..**

**APPROVAL of MINUTES**

**Motion:**

Karen Anderson moved to approve the Minutes of October 27, 2010.  
Second by Eric Wolff.

**Action:**

**Motion Passed.**

**CEO REPORT**

Chuck Cadle reported on the following:

- Team registration update:
  - Institutional sales surpassed last year's
  - More than 10,000 teams have signed up, with a goal of 15,000 this season. *(these figures are public, in the News section of our website)*
  - There are significant increases in Canadian and other international team numbers and small domestic increases.
- Accounting:
  - Good news:
    - The year-end results are positive \$256K rather than the budgeted loss of \$212K.
      - \$250K of that was originally recorded as revenue for next year. Due to FFAS 117, the guidelines for recording of restricted revenues require the revenues be posted this year with the \$177K expected expenses to be recorded next year instead of reversal of accrual. The first

month in the new year will reflect about \$30K ahead of what was planned.

- The auditors greatly complimented Joe O'Brien and Steve Flaa for their excellent preparation and presentation of materials for the audit in comparison to past years. CEO Chuck Cadle and Board members added congratulations.
- Personnel
  - Strategic Marketing Development Director position is still open
- Global Finals
  - Complements (teams allotted for each affiliate) will generally be the same as last year but may offer 15-20 wild cards (in secondary teams) and affiliates may apply for exceptions.
  - 1060 teams are expected versus 1037 last year.
- Affiliate License Agreements
  - Chuck Cadle has represented HQ and said the discussions continue to be positive and fruitful.
- Development Committee
  - Progress continues as Valerie Conroy will report.
- Glassboro Office
  - There was a showing last weekend; we await feedback.
- *Leading the Way*
  - We are reminded to check it frequently for updates.
- Construction Challenge Rallies
  - Many will be launched in January; see [www.constructionchallenge.org](http://www.constructionchallenge.org)

#### **COMMITTEE REPORTS:**

##### **Management Committee** – Eric Wolff, Chair;

- Work continues on the CEO Evaluation process.
  - Board members were invited to add information to their questionnaires until December 31<sup>st</sup>.

##### **Finance Committee** – Pamela Schroeder, Chair;

Chuck Cadle reporting in her absence:

- Joe O'Brien and the Finance Committee will be asked to adjust the budget in light of moving the Motorola grant to this fiscal year
- The end of the year forecast should remain the same.
- A resolution to open two bank accounts for the subsidiary in England was presented for voting.

#### **Motion:**

Karen Anderson moved to approve the following resolution:

- RESOLUTION OF THE BOARD OF DIRECTORS
- RESOLVED THAT:

- Two bank accounts are to be opened with HSBC Bank and that banking
- resolutions in the form required by that bank and providing for the withdrawal of
- funds on the signatures as set forth therein and be the same as the current bank
- accounts be passed and that a copy of such resolution as so passed be
- attached hereto as Schedule “A”.
- Bank Account One will be an operational account and have the signatures as
- set forth therein and be the same as the current bank accounts plus the
- European Director. Bank Account Two will be a regular account and only have
- the signatures as set forth therein and be the same as the current bank
- accounts.

Second by Johnny Wells.

**Action:**

**Motion Passed.**

**Development Committee – Valerie Conroy, Chair**

There may be opportunities for affiliate assistance from:

- AmeriCorps
  - May be used for capacity building in affiliates, such as recruiting, fundraising, etc.
- VISTA
  - May provide direct service, such as training, serve as team managers, etc.
- Each affiliate would have to arrange for AmeriCorps and VISTA volunteers

**Governance Committee – Karen Anderson, Chair**

- Changes to the Bylaws and Policies by electronic vote were passed, will be posted for thirty days and will then take effect.

**Motion:**

Karen Anderson moved that the following Copyright and Trademark Policy regarding artwork and logos be approved:

The use of any Copyrighted or Trademarked art or logos (including Destination ImagiNation logos), without the written permission of the owner or organization on pins and shirts is not sanctioned or condoned by Destination ImagiNation Inc. The Use by teams of Destination ImagiNation Inc. logos including Global Finals, DI, IDODI and the Challenge Logos is prohibited with the following exception

(Proposed change to the below piece that is in the Current Merchandize Policy)

- a. Paid Team Pak Participants - Teams/individuals - registered with Destination ImagiNation affiliates may produce “hand-made” art (homemade or made by the team members) on team/individual shirts or other items utilizing the words “Destination ImagiNation®.”
- b. No license fee to Destination ImagiNation Inc. is required as long as the total number of each homemade product is less than 21 per team and the team has made them themselves.
- c. Vendors or commercial establishments are not allowed to participate in the production of these "hand-made" products.

Second by Johnny Wells.

**Action:**

**Motion Passed.**

**AFLAC** (Affiliate License Agreement Committee) – Eric Wolff, Chair

- Continues to be very productive
- Trying to clarify lines of authority and responsibility
- The Quality Review Panel model, with representatives of the ‘three legs,’ works well
- Expect to be ready with recommendations at January meeting.

**Global Finals Liaison Report** – Nancy Wingenbach

- The planning team for Global Finals met at the DI Headquarters October 7, 2010. The team included:
- Rusty McCarty, Chuck Cadle, Sheila Swanson, Andrew Whitmire, Britt Dyer, Pete Sanford, Robert Gibbs, Cathy Adams, Diana Dignan and other DIHQ staff for specific areas. As Board liaison, I was also invited but could not get away from work for the time required.
- This was a preliminary discussion of the major aspects of the event, defining involvement, clarifying venues and assigning responsibilities. Part of the dialogue contrasted specific events last year with expectations for this year and possible ways to address concerns conveyed via the feedback process. I will list the major points addressed without including any of the commentary since this was the initial framing of the planning that will be ongoing and intense. This is a hard working, dedicated and knowledgeable group with multiple years of experience and a great insight into what needs to happen at Global Finals to assure that Global Finals is a signature, significant and successful event for the participants and the organization.
- Global Finals logo, Events (opening and closing ceremonies, VIP reception, Improv Fiesta, Costume Ball, etc.), sites

(registration, amphitheater, etc.), newspaper, pin trading, sales, videos, custom planning activities, general areas not touched by the list.

- Each of the leaders in this group will be working hard to solidify the area of responsibility and come to the next meeting (sometime in January possibly) with very clear direction and a readiness to do the “hands on” work required as Global Finals approaches.

**Next Meeting Date:**

Teleconference – Wednesday, December 15, 2010 at 8:30 p.m. EST

**Motion:** Eric Wolff moved to adjourn the meeting.  
Second by Bruce Urban.

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

The meeting adjourned at 9:16 p.m.

Susan Oclassen  
Recording Secretary