

DESTINATION IMAGINATION, INC.
BOARD OF TRUSTEES
TELECONFERENCE
June 17, 2009

CALL to ORDER

8:33 p.m. EDT

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

ROLL CALL

Present:

Karen Anderson, Val Conroy, Andy Loftis, Brownie Mitchell, Sue Oclassen, Pamela Schroeder, Bruce Urban, Johnny Wells, Nancy Wingenbach, Eric Wolff and CEO Chuck Cadle. John Maloney and David Thomason joined the meeting after a few minutes.

APPROVAL of AGENDA

Chair Brownie Mitchell asked to amend the agenda to include a discussion of the October, 2009, meeting under Old Business and a teleconference under New Business.

Motion:

Johnny Wells moved to approve the Agenda as amended.

Second by Val Conroy.

Action:

Motion Passed.

APPROVAL of MINUTES

Val Conroy submitted an amended Development Committee report for inclusion in the minutes of the May 24, 2009, BOT meeting.

Motion:

Johnny Wells moved to approve the minutes of May 24, 2009.

Second by Eric Wolff.

Action:

Motion Passed.

CEO REPORT:

Chair Brownie Mitchell commended CEO Chuck Cadle for the impressive report he submitted after his first eleven days in the office. CEO Chuck Cadle added the following to his written report (see attachment):

- Current Board Member terms and term limits have been updated and sent by Karen Anderson to all Trustees.
- He reviewed and was satisfied with all of our insurance coverage, including that for the building, general liability, and intellectual property.
- Five building leasing opportunities will be explored this week.
- The background of the current policy on approval of signature opportunities was explained by Val Conroy. CEO Chuck Cadle suggested that it would be wonderful in the future if each program challenge were to have both a subject matter expert sponsor and a financial sponsor.

- The Employee and Policy Manuals have been reviewed and suggested changes will be forwarded to the Chair of the Governance Committee for consideration during July.
- A preliminary draft of business and organizational planning considerations was prepared for the ad hoc Organizational Committee to aid in aligning resources with our mission and strategy. The objectives are to align staff and BOT thoughts and efforts with priorities, determine how to facilitate the work of our ADs, and to manage and measure our business strategy for success and growth. A committee chair will be appointed and meetings will begin in the next few weeks.
- AEM has agreed to new sponsorship over five years for Challenge A and, in the years 2011 and 2014, the Construction Challenge.
- Imagination for Life proposals are being considered by SME (Society of Mining Engineers) and the Air Force; a proposal for the Canadian educational system has also been made.
- While our projections of Global Finals revenues were not met, due to cancellations based on international health concerns, the guarantee to UT had also been reduced. The impact on the budget will be seen when the final numbers are in.
- Marketing discussions with Drew Coburn have included potential ways of building penetration in current member schools and increasing educator participation. Information on retention data has been requested.
- Potential DII program links to educational opportunities, such as the Connecticut “No Child Left Inside” initiative and National Dairy Council school entries are being explored.
- We need to remove barriers to doing business:
 - Restructuring our format to allow single event transactions for ease in doing business with DII and affiliates is a priority.
 - Auditory and visual learners would gain confidence if they received the membership packet and could also access a supplemental Team Manager training video on our website that demonstrated the basics of what they needed to do.
- Schools are looking for competitive offerings. We need to satisfy our customers by differentiating our program from others in order to enable schools to comfortably offer other CPS programs.
- Direction in areas of specific interest will be given to our consultants in Government and Public Affairs.
- Although no formal report was given, Interim CEO John Fiegel worked with CEO Chuck Cadle and gave him full

access to his work product during the overlap in their employment.

- Nancy Wingenbach stated she was extremely impressed with the work of CEO Chuck Cadle and lauded his ‘handle’ on the organization as the best she had seen in nine years. David Thomason shared his appreciation of the CEO’s proposed organizational chart. CEO Chuck Cadle replied that he, “loves DI and, it is so great, you want to do everything you can to make it successful.”

Motion: Pamela Schroeder moved to accept the CEO Report.

Second by Nancy Wingenbach.

Action: **Motion Passed.**

COMMITTEE REPORTS:

Governance Committee – Karen Anderson, Chair

- Interviews of BOT candidates for seats vacant in the fall have been completed.
- Section 10.8 of the Policy Manual states that the Interview Committee is to bring forth to the BOT only the number of candidates as there are vacated seats.

Motion: Eric Wolff moved to set aside Section 10.8 of the Policy Manual in order to bring forth all BOT candidates that the Committee finds qualified.

Second by John Maloney.

Action: **Motion Passed.**

- The list of Board Member Terms and Limits will be added to Vital Documents as a point of information.
- New Board Member Orientation:
 - A timeline to follow and a list of orientation materials for new trustees have been prepared.
 - Trustees will receive the materials and be invited to attend conference calls for further training.
- At the July meeting, BOT members will receive a packet of materials submitted by each candidate and a cover letter with a list of the questions asked by the interviewers.

Management Committee – Eric Wolff, Chair

- No report.

Finance Committee – Pamela Schroeder, Chair

- As reported by CEO Chuck Cadle, the cash flow impact of revenues from Global Finals will be considered when the final figures are in.

- Reports giving profit and loss information on each of our business segments are being developed by our financial package consultant.
- In response to the request for funding up to \$2500 for Summit Meeting #2 by Eric Wolff:
 - The Committee recommends that Summit Meeting #2 be held by hosting a “Go to Meeting” to reduce costs, with hopes that subsequent meetings may be in person.
- In July, the Committee will recommend appropriate language for an amendment to Financial Policy Section B, 5.4, concerning spending authority. The amendment will state that the CEO has full authorization to run the business within the budget; any financial obligation outside the budget over \$25,000 that has not been approved as part of the yearly budget must be presented to the BOT for approval but any expenditure of less than \$25,000 is within the CEO’s authority.
- The Committee will be beefing up some financial policies with respect to dealing with donations.

Development Committee – Val Conroy, Chair

- Val Conroy met with the Deputy Commissioner of Connecticut to learn about the “No Child Left Inside” initiative involving environmental or nature-based education.
- Val Conroy and Eric Wolff have been studying possible relationships with the AmeriCorps program.
- CEO Chuck Cadle suggested that we consider ways to become part of the implementation strategy of potential initiatives.
- Board Chair Brownie Mitchell asked that all committee chairs bring copies of their committee charters to the July meeting.

Motion: David Thomason moved to accept the Committee Reports.
Second by Nancy Wingenbach.

Action: **Motion Passed.**

OLD BUSINESS

- The trustees have received copies of the policies to be addressed on an annual basis with assignment to committees for review.
- DIAD President Eric Wolff and John Maloney will arrange transportation in Dallas during the October, 2009 DIAD and BOT meeting.
- The January, 2010, BOT meeting dates were confirmed: January 28-30, 2010, with travel on January 27 and 31, 2010.

NEW BUSINESS

- Karen Anderson requested that future BOT meetings be held at 8:30 p.m. Eastern time on the second Tuesday of each month as in previous years; the request was approved.
- CEO Chuck Cadle introduced a discussion on a code of conduct. He said there is truth in perception and he has seen nonprofit organizations destroyed by vicious gossip, disparaging remarks and inappropriate actions toward fellow volunteers and staff. We need a foundation in that we are of one mind and can count on each other. He would like to see the Staff and Board aligned in a code of conduct to promote each other and exhibit mutual value and respect as professionals standing behind each other.
- Board Chair Brownie Mitchell suggested that adherence to a code of conduct would be appropriate for all high-level volunteers as well. It was felt that direct response to infractions was needed, the timing was right for a widely held code of conduct, and key volunteers should be asked to sign such an agreement early in the program year.
- After reviewing the current codes of conduct held by DIAD and the BOT, CEO Chuck Cadle will bring a code of conduct proposal to the July meeting.
- An Executive Session was not needed.
- The July 7, 2009, meeting is cancelled unless circumstances change.

Next Meeting Date: July 23-25, 2009, in Philadelphia, with travel on July 22 and 26, 2009.

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

Action: **Motion Passed.**

The meeting adjourned at 9:51 p.m.

Sue Oclassen
Recording Secretary