

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**OCTOBER 13, 2009**

**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, John Maloney, Brownie Mitchell, Sue Oclassen, Pamela Schroeder, David Thomason, Bruce Urban, Johnny Wells, Nancy Wingenbach, Eric Wolff , CEO Chuck Cadle and Controller Joe O'Brien.

**ELECTION**

Chair Brownie Mitchell asked if all had read the resumes for the election of a board member and reminded us that the selected candidate would have a two-year term.

A roll call vote was taken and Mike Kelly was elected as Board Trustee. Karen Anderson and Chair Brownie Mitchell will contact him.

**Motion:**

Karen Anderson moved to approve Policy 10.2:  
Second by David Thomason.

**Action:**

**Motion passed.**

10.2 Board Member Selection Process

1. The Governance Committee will oversee the election process. The committee will:

i. Receive direction from the Board as to the number, terms and timing of the appointment of Trustees.

ii. Publish, through appropriate channels, the criteria, expectations and an invitation to apply to be a Trustee.

a. Current Trustees will be encouraged to recruit applicants.

iii. Receive from the chair the submitted applications

iv. Send to the candidates questions for written (online) responses by a set deadline.

v. Forward the written responses and applications to the interview team.

- vi. Ensure the development and provision of standard questions to be used in addition to ones developed by the interviewers.
2. The interview team consisting of the Chair, Vice Chair, the Chair of Governance, and the Chair of Management or their designee will jointly conduct the interviews.
3. The interview team shall brief the Board concerning all candidates who have applied, but will bring forward only qualified candidates to the Board for consideration.
4. Interview team will prepare a packet of materials for each Board Member on all candidates on the slate, to include the complete candidate application and answers to the written questions submitted by the candidates.
5. If the election is uncontested, a voice vote will be held with a majority vote validating the election.
6. If more candidates are on the slate than seats available a secret ballot will be held. The procedure will be as follows:
  - i. Board members will be given a ballot with the names of all candidates listed.
  - ii. Board members may not vote for more candidates than the number of seats available. Any ballot marked with more than the number of candidates equal to the number of seats available will be disqualified and not counted.
  - iii. A board member may not vote for a candidate multiple times on a single ballot
  - iv. In the event of a tie for a seat a simple run off will be held.
7. Tabulation of results. There will be three tellers appointed by the Chair, the CEO may act as auditor of the election. No vote totals will be announced. The head teller will give the names of those elected in writing to the chair to announce. If a tie occurs the head teller will place in writing the two candidates in the runoff for the chair to announce. All ballots and tabulation sheets will be collected and kept by the head teller.
8. The above Board Member selection procedures with the exception of the actual election procedures (5, 6 and 7) do not apply to the DIAD nominated candidates. DIAD will have its own procedure for selecting nominees to send to the Board for consideration.
  - i. The Governance Chair will notify the President of DIAD when DIAD seats are up for nomination. This notification will include the

number of seats available and the date that the nominations are to be delivered to Governance Chair.

**10:05**

An “in camera” informal session was initiated.

The BOT came out of the in camera session.

Chair Brownie Mitchell thanked all for their comments and remarked that transparency and communication were paramount. Keeping the BOT informed helps trustees spread the message and eases concerns.

The BOT will attend a shorter than usual meeting in January, traveling on Thursday and returning on Sunday.

The meeting was adjourned at 10:08 p.m.

Respectfully submitted,  
Susan R. Oclassen