

**Destination ImagiNation, Inc.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**January 9, 2007**

**8:08 p.m. (EST)** The meeting was called to order by BoT Chair, Andy Loftis.  
**ROLL CALL:**  
**Present:** Karen Anderson, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, and Johnny Wells.  
**Also Present:** Rene Goodwin, Recording Secretary.

**Absent:** Nancy Wingenbach

**APPROVAL OF AGENDA:**

**Motion:** Rick Sullivan moved to approve the evening's Agenda.  
Second by Karen Anderson.

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

**APPROVAL OF MINUTES:**

**Motion:** Karen Anderson moved to approve the Minutes from the December 12, 2006 Teleconference.  
Second by Regina O'Brien.

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

**COMMITTEE REPORTS:**

**Management Committee:** Nancy Wingenbach, Chair  
Andy Loftis reported for Nancy Wingenbach and urged all Board Members to review the Strategic Plan document and be prepared to discuss at the February Meeting.

**Finance Committee:** Regina O'Brien, Chair  
Regina O'Brien reported that the Auditors' Report was sent to all members for their review.

**Motion:** Val Conroy moved to receive the Auditors' Report.  
Second by Brownie Mitchell.

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

**Governance Committee:** Rick Sullivan, Chair  
Rick Sullivan stated that there was nothing new to report on from the last meeting; however, with the resignation of Rosemary Bognar-Pinney, the Board will need to discuss in February the vacant seat.

It is also requested from the Governance Committee that the President/staff take direction from professionals regarding items of

non-profit Legislation and Best Practices and submit a report on the status at the February meeting.

**Development Committee:** Karen Anderson, Chair

Karen Anderson reported that the Development Committee will be meeting in February.

## **OLD BUSINESS**

### **Location of July Board Meeting**

The discussion for this was tabled for the February Meeting. The Executive Director will look at locations and possible meeting restructuring.

## **NEW BUSINESS**

### **Receipt of Correspondence:**

A letter of resignation was received from Board Member Rosemary Bogner-Pinney to be effective immediately.

**Motion:** Rick Sullivan moved for receipt of Rosemary Bogner-Pinney's letter of resignation.

Second by Regina O'Brien.

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

A formal letter from the Chair of the Board recognizing Rosemary's contribution to the Board will be sent out along with a token for her service.

### **February's Meeting Agenda:**

- **Strategic Plan** – Key area for focus / Board Source will be included at meeting in February
- **Governance Model** – in place/individual Board Members' responsibilities/identify structure
- **Fundraising**
- **Lobbyists** – will meet with DC contact at February meeting

**Affiliate Tournaments** – Board Members will be sent an Affiliate Tournament Date List should they wish to visit Affiliate Tournaments.

## **PRESIDENT'S REPORT**

President, Bob Purifico, included information on the following in his President's Report:

- DI Flagship Program
- DIcor
- AEM: American Equipment Manufacturers

- Sci Fi
- Ask DI: November Report

**Motion:** Brownie Mitchell moved to accept the President's Report.  
Second by Regina O'Brien.

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

**9:40 p.m.**

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

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

**10:03 p.m.** Out of Executive Session.

**Motion:** Brownie Mitchell moved to adjourn the meeting.  
Second by Regina O'Brien.

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

**Rene Goodwin**  
**Recording Secretary**

Minutes approved February 2, 2007

**Destination ImagiNation, Inc.**  
**Board of Trustees Meeting**  
**February 1 - 3, 2007**  
**Amelia Island, FL**

**Thursday, February 1, 2007**

The meeting was called to order by Andy Loftis, Chair

**ROLL CALL:**

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

**Absent:** Johnny Wells (Scheduled to arrive Saturday, 2/3/07)

The approval of the Agenda was moved to Friday morning.

**PRESENTATION:**

**“A Matter of Governance”** A BoardSource Worskhop was presented by Michael Daigneault.

**Friday, February 2, 2007**

**APPROVAL OF MINUTES:**

**Motion:** Val Conroy moved to approve the Minutes from January 9, 2007 Teleconference.

Second by Regina O'Brien.

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

**STRATEGIC THINKING SESSION:**

**“Governance as Leadership”** – Discussion took place:

Action Items:

1. Continuing education of the Board is required to fully accept the model. BoardSource Materials – Magazine on Governance, dashboard book, others? Action to the Chair and President.
2. A work session is recommended for a preliminary definition of areas of responsibilities – A committee of the whole met. Continued follow up will be required to finalize and define shared responsibilities.
3. A mechanism is needed for stakeholders to appeal or voice a concern/issue in the form of an Escalation Procedure or Dispute resolution policy. – Tasked to Management Committee.

Executive Session

**Saturday, February 3, 2007**

**PRESENTATION:**

A presentation was made by Ruth Smith of Brown Rudnick to inform the Board on the purpose and potential benefits of Contract Lobbyists.

**COMMITTEE MEETINGS:**

Management & Finance Committees met.  
Development & Governance Committees met.

Executive Session

The Board directed the President to proceed with varying matters of business pertinent to the corporation.

**PRESIDENT'S REPORT:**

Bob Purifico covered the following topics in his President's Report:

- DI Flagship Program
- DIIcor
- AEM: American Equipment Manufacturers
- Sci Fi
- Ask DI: November Report

**COMMITTEE REPORTS:**

**Management Committee** – Nancy Wingenbach, Chair  
Recommendations moved by Committee:

1. Committee recommends that staff procure a proposal from Brown Rudnick.
2. A letter be issued to a DII vendor regarding the License Agreement.
3. Committee recommends the Whistleblower Policy be presented at the next Board meeting after Board Review and Action. Second by Karen Anderson. **Motion Passed.**
4. Committee presented the Document Retention policy for Board review and approval. Second by Karen Anderson. Tabled to the next Board meeting. The Executive Director will send to the Board the comparison of recommended Document Retention Policy and the current Operational Policy in effect.
5. Moved that the Rebate Policy be received by the Board and reviewed with Board input to the Management Committee Chair prior to the policy being sent to Finance for review. Reports from Committee and Policy for action to be

presented at the March Board meeting. Second by Karen Anderson. **Motion Passed.**

6. Management Committee will provide a document for an interim evaluation of the Executive Director. Moved by Rick Sullivan and Seconded by Brownie Mitchell. **Motion Passed.**
7. We recommend that the Executive Director be directed to attend Queens College Leadership Course within the next six months or another equivalent leadership course approved by the Chair and Vice Chair of the Board. Moved by Nancy Wingenbach. Second by Bruce Urban. **Motion Passed.**
8. The Management Committee moved that the Executive Director provide remaining business plans within the next five months. Second by Val Conroy. **Motion Passed**
9. Presented Escalation Procedure for Dispute Resolution. The Committee moved to send the policy to Governance for review and formatting. Second by Frank Begun. **Motion Passed.**
10. Trademark Proposal – The Management Committee moved that a Task Force be established to create a plan for making DII marks more readily available, easily recognizable and available with consideration of financial and other impacts. Second by Brownie Mitchell. **Motion Passed.**
11. Management Task – Build a survey to send out to stakeholders to solicit input on the Strategic Plan and develop a format for a Strategic Planning Workshop to be held at Global Finals.

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

**Action:** Second by Doug Maulik.

**Motion Passed.**

**Motion:** Bob Purifico moved to defer the rest of the Agenda to the next meeting on February 13, 2007. The following items will be presented then: Reports from Finance, Development and Governance Committees, New Business – Governance Model, The Learning Partnership and Code of Conduct.

Second by Frank Begun.

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

**Motion:** Rick Sullivan moved to adjourn the meeting.

Second by Bruce Urban.

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

The meeting adjourned at 9:00 p.m.

**Destination ImagiNation, Inc.**  
**Board of Trustees Meeting**  
**February 13, 2007**  
**Teleconference**

**8:08 p.m. (EST)**      The meeting was called to order by Chair, Andy Loftis.

**ROLL CALL:**

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

Also present, Rene Goodwin, Recording Secretary.

**Absent:**                Johnny Wells

**APPROVAL OF AGENDA** (Deferred from February 1-3, 2007 Meeting)

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

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

**COMMITTEE REPORTS** (From February 1-3, 2007 Meeting)

**Management Committee** – Nancy Wingenbach, Chair

Nancy Wingenbach reported that there were three tasks that the Management Committee was responsible for:

- Develop a document for the interim evaluation of the Executive Director
- Where to post the escalation procedure for the Flagship Program concerns
- Establish a Task Force to create a plan for making our marks more readily available and more easily recognizable.

**Motion:**              Regina O'Brien moved to accept the Management Committee's recap report.

Second by Karen Anderson.

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

**Finance Committee** – Regina O'Brien, Chair

Regina O'Brien brought forward the following recommendations that came out of the Finance Committee:

**Motion:**              The Finance Committee recommends the Board receive the quarterly Financial Reports.

Second by Val Conroy.

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

**Motion:** The Finance Committee recommends the Executive Director to continue contract exploration with Brown Rudnick and reports back to the Finance Committee with a method for financing this contract.

Second by Rick Sullivan.

**Action:** **Motion Passed** – Val Conroy recused herself

**Motion:** The Finance Committee recommends that DI Inc. move forward with the business proposal presented given that the investment will fund itself in four years based on revenue projections.

Second by Rick Sullivan.

**Motion:** Karen Anderson moved to table this motion until the March meeting.

Second by Doug Maulik.

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

**Motion:** The Finance Committee recommends a Task Force/Sub Committee be formed consisting of Trustees Conroy, Loftis and Purifico to finalize a draft of the outstanding Financial Policies of the organization and to bring these forward to the Finance Committee for recommendation.

Second by Rick Sullivan.

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

**Motion:** Val Conroy moved to accept the Finance Committee Report.

Second by Brownie Mitchell.

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

**Governance Committee** – Rick Sullivan, Chair

Rick Sullivan reported on and discussed with the Board the following three items that were previously sent out to the full Board for review:

- Trustee Appointment Timeline
- Process of Trustee Appointment
- Update of Tasks assigned to the Governance Committee

**Motion:** It is the recommendation of the Governance Committee to adopt the Trustee Appointment Timeline for the appointment of two Trustees in 2007.

Second by Karen Anderson.

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

The Governance Committee will develop communication for the two Trustee positions to fill in 2007.

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

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

**Development Committee** – Karen Anderson, Chair

Karen Anderson reviewed with the Board the Endowment Policy previously sent to Board Members.

**Motion:** It is the recommendation of the Development Committee to approve the Endowment Policy.

Second by Val Conroy.

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

**Motion:** The Development Committee recommends that the BoT host a reception for the VIPs and Sponsors attending Global Finals after the opening Ceremony.

Second by Val Conroy.

Discussion took place regarding the added cost of this event.

Karen Anderson withdrew the motion.

- It is the request of the Development Committee for the Executive Director to prepare a list that will best utilize the BoT with VIPs and Sponsors attending Global Finals.
- Global Finals Fundraiser: Fly Guy  
The Board will be underwriting the cost needed to fund this event. All proceeds of this fundraiser will go to the Endowment Fund.
- The Committee reminded the BoT of its obligation for their Annual Pledge to Destination ImagiNation, Inc.
- It is the recommendation of the Development Committee to do a Direct Mail Campaign for Sept 1. The Committee will look into a company to do it and will report back at the March Meeting on the process and cost.

**Motion:** It is the recommendation of the Development Committee for a special pin to be distributed (at zero cost to the organization and brand compliant) by the BoT at the State of DI address in Recognition of Volunteers at Global Finals.

Second by Brownie Mitchell.

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

**Motion:** Val Conroy moved to accept the Development Committee's Report.

Second by Regina O'Brien.

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

## **BOARD BUSINESS & DIALOG**

### **New Business**

**Governance Model** – Review and accept model.

It was suggested that the Board needs more information and discussion before moving on this issue.

### **Lobbying Presentation & Proposal**

The Board directed the Executive Director to execute the agreement between Brown Rudnick and report back to the BoT in six months.

### **The Learning Partnership**

Deferred to Executive Session

### **Code of Conduct**

Deferred to March Meeting

### **Old Business**

#### **Vacancy on Board**

Deferred to Governance Committee for recommendations.

**9:50 p.m.**

**Motion:**

Regina O'Brien moved to go into Executive Session.

Second by Rick Sullivan.

**Action:**

**Motion Passed.**

**10:40 p.m.**

Out of Executive Session.

The Board directed the Executive Director to request the Corporate Treasurer to do some investigation on potential financing of a business proposal.

The meeting adjourned at 10:55 p.m.

Rene Goodwin

Recording Secretary

Minutes approved March 13, 2007

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**March 13, 2007**

**Call to Order**

8:04 p.m. EDT

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

**Roll Call**

**Present:**

Karen Anderson, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, and Johnny Wells. Also present, Maureen Donovan, Treasurer; Roger Garriock, DIcon Vice President; and Rene Goodwin, Recording Secretary.

**Absent:**

Nancy Wingenbach.

**Approval of Agenda**

**Motion:**

Val Conroy moved to approve the evening's Agenda.  
Second by Regina O'Brien.

**Action:**

**Motion Passed.**

**Approval of Minutes**

**Motion:**

Bob Purifico moved to approve the Minutes of the February 1 – 3, 2007 meeting held in Florida.  
Second by Regina O'Brien.

**Action:**

**Motion Passed.**

**Motion:**

Brownie Mitchell moved to approve the Minutes from the February 13, 2007 Teleconference.  
Second by Regina O'Brien.

**Action:**

**Motion Passed.**

**President's Report**

Bob Purifico, President, had Roger Garriock, Vice President of DIcon present a report on the scope and depth of DIcon Inc.

Roger Garriock reported on his primary role of selling both new engagements of the innovation workshops and partners (certifying new staff and associates). Recent successful workshops held:

- AEM (Association of Equipment Manufacturers) West Allis, WI – February 5 & 6, 2007
- Ministry of Employment & Income Assistance, Victoria, BC – February 21 & 22, 2007
- Cooper Tire, Findlay, OH March 2, 2007

Roger Garriock also reported on future planned workshops:

- University of Scranton/Business Program in Pennsylvania.

- Pro Fitness/Toronto
- Jefferson Wells/California

Currently there are 36 certified associates with an additional 16 on a waiting list. Certifying associates will keep an ongoing revenue stream.

Bob Purifico reviewed with the BoT the Membership Report, previously submitted to the Board, for the Flagship Program.

**Motion:** Val Conroy moved to accept the President's Report.  
Second by Brownie Mitchell.

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

**8:50 p.m.** Roger Garriock left the Teleconference at this time.

### **Committee Reports:**

**Management Committee** – Nancy Wingenbach, Chair

In Nancy Wingenbach's absence, Andy Loftis reported on:

- Policies: Whistle Blower Policy (from Board Source Best Practices for non-Profits) – Document to be revised for adaptability to DI, Inc. and be moved from Management Committee to Governance Committee and brought back to BoT at June meeting.  
Document Retention Policy - Maureen Donovan and Bob Purifico will have discussion with DI, Inc. Accountants and bring back recommendations to BoT at April meeting.  
Rebate Policy – still in Finance Committee
- Strategic Plan Update – Karen Anderson reported on the planned meeting with stakeholders for input Tuesday evening after State of DI address at d2k.7. Main goals of Strategic Plan will be discussed. Survey questions will be developed and put on Zoomerang for additional input.
- President's Mid Year Evaluation – Brownie Mitchell reported that the Mid Year Review will require an open response on any one or all twelve items of the 2006-2007 recommendations.

**Finance Committee** – Regina O'Brien, Chair

Regina O'Brien reported on:

- Acceptance of January's Financial Reports
- Continuation of work on Rebate Policy
  - Looking at TX Structure & 20% growth

**Governance Committee – Rick Sullivan, Chair**

Rick Sullivan reported that the Governance Committee has had discussion on and are currently working on:

- Skills to look for in BoT Candidates
- Open BoT Seat (Consensus not reached)
- Candidate Package - draft will contain 10-15 documents (open letter, application, Code of Conduct, etc.) Will report out in April.
- Policies – Brownie Mitchell addressed;
  1. Program Initiatives – 1/26/06 (To be added to Policy Manual)
  2. Nominations – 11/14/06 (To be included in Policy Manual. Selection Procedure at later date)
  3. DI Inc., Board & Management - zero tolerance of violations of moral conduct - Position Statement – should be included with vital documents

**Development Committee – Karen Anderson, Chair**

Karen Anderson reported on:

- Free Pins from Plano for BoT distribution at d2k.7
- Pledges for Fly Guy
- Annual Pledge to DI Inc. (Detail on guidelines for annual pledge)
- Volunteer Opportunities at d2k.7 for Board Members
- Bulk direct mail with outside company

**Motion:** Bob Purifico moved to accept all of the Committee Reports.  
Second by Regina O'Brien.

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

Andy Loftis requested that each Committee Chair set their charge for this year and provide to the Board a list of tasks that each Committee is working on and present at April meeting.

**Board Business and Dialog**

**New Business**

Code of Conduct – deferred to next meeting

A discussion on Committee Structure and mode of operation took place, with Andy Loftis asking the Board to email their opinions to him.

10:10 p.m. Bob Purifico moved to go into Executive Session.  
Second by Regina O'Brien.

Minutes approved June 12, 2007

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**April 10, 2007**

**Call to Order**  
**8:10 p.m. EDT**

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

**Roll Call**  
**Present:**

Karen Anderson, Frank Begun, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Johnny Wells and Nancy Wingenbach. **Also Present:** Maureen Donovan, Treasurer; Roger Garriock, Vice President of DIcon; Linda Wayne, Vice President of Marketing; Rusty McCarty, Vice President of Creative Programming; Frank Koehl, Technology Manager; and Rene Goodwin, Recording Secretary.

**Absent:** Bruce Urban

**Approval of Agenda**

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

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

**President's Report**

Bob Purifico, President, reported on his recent opportunity to testify before the U S Congress House Education and Labor Committee and the Sub Committee on Healthy Families and Communities on the importance of Destination ImagiNation, Inc. programming and the importance of volunteers and community service within the private sector.

Staff Members on the call each reported on the numerous areas of support for Destination ImagiNation's Flagship Program.

- DI Program Support – Rusty McCarty
- Marketing/Sponsorship & Media – Linda Wayne
- DIcon Specific Support – Roger Garriock
- Information Technology – Frank Koehl
- Alternative Flagship Model Systems – Bob Purifico

Bob Purifico also announced the release of the Annual Report.

**Motion:** Regina O'Brien moved to accept the President's Report  
Second by Val Conroy

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

**9:15 p.m.** Invited guests left the meeting.

## **Committee Reports**

### **Management Committee** – Nancy Wingenbach, Chair

Nancy Wingenbach reported on:

- Progress on the Strategic Plan session planned at Global Finals.
- Mid Year Evaluation Meeting May 5<sup>th</sup> in Philadelphia
- Trademarks & Logos – report to come back end of Global Finals.

**Motion:** Regina O'Brien moved to accept the Management Committee's report.

Second by Johnny Wells.

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

### **Finance Committee** – Regina O'Brien, Chair

Regina O'Brien reported on:

- Review of February Reports from Treasurer
- Rebates – defer issue to July Meeting.
- Policies – Sub Committee currently working on unfinished Financial Policies.
- Reviewed information on financial loan

**Motion:** Rick Sullivan moved to accept the Finance Committee's report.

Second by Frank Begun.

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

### **Governance Committee** – Rick Sullivan, Chair

No report at this time.

### **Development Committee** – Karen Anderson, Chair

Karen Anderson reported on:

- Thank You Pins / Distribution by BoT after State of DI dinner at d2k.7.
- Fly Guy / Raffle Tickets from headquarters
- Direct Mail – checking into various companies

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

Second by Regina O'Brien.

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

## **New Business**

Document Retention Policy

- Accountants are currently finalizing three items

Code of Conduct

- Deferred to July's face to face meeting.

**Motion:** Appointment of Trustees for October 1, 2007  
Rick Sullivan moved to reopen the matter of appointment of new Trustees for October 1<sup>st</sup>.  
Second by Karen Anderson.

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

**Motion:** Rick Sullivan moved to table the matter of appointing new Trustees until the July face to face meeting.  
Second by Karen Anderson.

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

**Old Business**

Membership Count

- No change from last month's report.

**10:08 p.m.**

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

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

Minutes submitted by:  
Rene Goodwin  
Recording Secretary

Minutes approved June 12, 2007

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES MEETING**  
**May 27, 2007**  
**University of Tennessee, Knoxville**

**9:06 a.m.** Meeting was called to order by Chair, Andy Loftis.

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

**APPROVAL OF AGENDA:**

**Motion:** Karen Anderson moved to approve the Agenda.  
Second by Bob Purifico.

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

**Acknowledgements**

Board Chair, Andy Loftis welcomed all that were present and thanked the DI Staff, Sponsors, Volunteers and Donors for all their hard work and donations to make Destination ImagiNation, Inc. and Global Finals such a huge success.

Also recognized was Rosemary Bognar-Pinney, former Board Member for her time and dedicated work with the Board of Trustees.

**President's Report** - Bob Purifico

- **Global Finals Update**
  - University of Tennessee did another exceptional job along with the DI staff
  - Goal of team participation met (will cap at 950 – 1000 teams)
  - International Expansion (continues to grow – Mexico, China, Poland and United Kingdom)
  - Two meetings have already been held for d2k.8
- **Alumni** – Report from Lara Morrell, Chair of DIAA Task Force
  - **Task Force formed:** Members also include Sarah Benczik, Jordan Cormier, Simon Dodd and Dave Mitchell
  - **Mission:** To foster a network of Alumni united towards supporting and strengthening the future of DI.

- **Alumni Presence at Globals:** Presentation by DIAA at team meeting; Address at Opening Ceremonies; Presentation at VIP Luncheon; Alumni Recruiting at Club DI; Presentation to Board of Trustees
  - **Accomplishments:** Released two newsletters; Created a Facebook group; Recruitment of High School Seniors through ADs and RDs; Launched the new [www.dialum.org](http://www.dialum.org) website
  - **DIAA Future Goals set**
- **DISC (Destination ImagiNation Support Committee)** (Formerly VOMBO) – Report from Chris Groberg for Charles Compton, Chairman
    - Scholarship/Pin Towel Auction – netted \$825
    - Team Managers & Officials Competition – revived Disco-A-Go Go for Global Finals – 24 teams participated
    - Global Finals DISC Booth – grossed over \$12,000 (includes Pin Towel Auction)
  - **University Level/Global Finals** – Chris Groberg
    - Global Finals involvement included an Annual Meeting, Icebreaker Shindig, and Improv Fiesta Performance Stage
    - A lot of interest at University Level Information Booth on site
    - 14 Team Challenges at Global Finals in addition to DI eXtreme
    - Membership included three new colleges this year
    - Web site donated by DISC

Bob Purifico also announced the hiring of Joe O'Brien, Controller for Destination ImagiNation, Inc. beginning June 15, 2007.

**Motion:** Nancy Wingenbach moved to accept the President's report.  
Second by Brownie Mitchell.

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

### Committee Reports

#### **Management Committee** – Nancy Wingenbach, Chair

- Strategic Plan Update – Solicited Strategic Planning information from ADs on Tuesday evening at Globals; Online Survey available on Zoomerang for input; Open Sessions held on Thursday and Friday at Globals for additional Strategic Planning input. All of this input will

provide guidance for the BoT while working and updating the Strategic Plan.

**Development Committee** – Karen Anderson, Chair

- Fly Guy Update - \$1650 realized from first year raffle which will be earmarked for the Endowment Fund
- Donor Recognition / September Solicitation – Donor Recognition was included in the d2k.7 Program Book. Solicitation for monetary support will include a September mailing.

**Motion:** Brownie Mitchell moved to accept the Committee Reports.  
Second by Bruce Urban.

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

**Open Forum**

Compliments were received for this year's new Team Managers' Club House.

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

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

The meeting adjourned at 10:03 a.m.

Rene Goodwin, Recording Secretary

Minutes approved July 27, 2007

**DESTINATION IMAGINATION, INC.  
BOARD OF TRUSTEES  
TELECONFERENCE  
June 12, 2007**

**Call to Order**

**8:38 p.m. EDT**

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

**Roll Call**

**Present:**

Karen Anderson, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Bruce Urban, Johnny Wells, Nancy Wingenbach. **Also present:** Rene Goodwin, Recording Secretary.

**Absent:**

Frank Begun

**Approval of Agenda**

**Motion:**

Nancy Wingenbach moved to approve the evening's Agenda.  
Second by Regina O'Brien

**Action:**

**Motion Passed.**

**Approval of Minutes**

**March 13, 2007**

**Motion:**

Nancy Wingenbach moved to approve the Minutes of the March 13, 2007 Teleconference.  
Second by Karen Anderson.

**Action:**

**Motion Passed** 1 abstention

**April 10, 2007**

**Motion:**

Nancy Wingenbach moved to approve the Minutes of the April 10, 2007 Teleconference.  
Second by Regina O'Brien.

**Action:**

**Motion Passed.** 1 abstention

**President's Report**

Bob Purifico's Report covered:

- Meeting with Tom Camerlo (NDA) in DC
- Meeting with NJ Congressman, Rob Andrews in DC
- Capitol Hill Itinerary
- Membership Data / International Expansion
- TBA Global (Marketing Firm)
- AEM (Association of Equipment Manufacturers)
- DiCor Update
- Transition of Administrative Assistant to Part Time Employment in October

## Committee Reports

**Management Committee:** Nancy Wingenbach, Chair  
Deferred to July meeting

**Finance Committee:** Regina O'Brien, Chair  
No Report

**Governance Committee:** Rick Sullivan, Chair  
No Report

**Development Committee:** Karen Anderson, Chair

- Reminder to BoT of Annual Pledge
- Thank You Pins well received at Global Finals
- Fly Guy Fundraiser - \$1600 (UT is shipping to the two winners)
- Direct Mail – Currently working on proposal for July's meeting.

**Motion:** Val Conroy moved to accept the Committee Reports.  
Second by Regina O'Brien.

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

## **Input for July Agenda**

### **Deferred Items for July Board Meeting:**

- Review Vision/Mission Statement and what that means to our Board
- Governance Model for DII Board of Trustees
- Structure for DII Board of Trustees
- Board Commitment
- Code of Conduct
- Rebate Policy

**Motion:** Nancy Wingenbach moved to postpone the election of BoT Officers to align with the new fiscal year.  
Second by Rick Sullivan.

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

## **Board Business and Dialog**

Use of Logos / Affiliate Agreement  
Merchandising Policy to be updated/Management Committee  
Finance Policy (Andy Loftis, Val Conroy and Bob Purifico will bring to July's meeting)

**10:09**

**Motion:** Brownie Mitchell moved to go into Executive Session  
Second by Bob Purifico.

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

Minutes Approved July 27, 2007

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**MINUTES**  
**July 26 – 28, 2007**  
**Mt. Laurel, New Jersey**

**Thursday, July 26, 2007**

**8:55 a.m.** The meeting was called to order by Chair, Andy Loftis.

**Roll Call:**

**Present:** Karen Anderson, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Regina O'Brien, Bob Purifico, Rick Sullivan, Johnny Wells and Nancy Wingenbach. Bruce Urban joined the meeting at 11:10 a.m.

**Also Present:** Rene Goodwin, Recording Secretary.

**Absent:** Frank Begun

**Agenda:**

Andy Loftis, Chair, reviewed with the Board the Agenda prepared for the three day meeting.

**Motion:** Regina O'Brien moved to approve the Agenda as presented by the Chair.

Second by Karen Anderson.

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

The Board viewed the d2k.7 Global Finals DVD.

The Chair led the Board in discussing the successes and accomplishments of Destination ImagiNation, Inc. achieved in the past eight years.

Also discussed were the Vision and Mission Statements and what they mean to this Board, growth commitment, and impact to the Strategic Plan.

**Motion:** Karen Anderson moved to reaffirm the Vision and Mission Statements.

Second by Johnny Wells.

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

The Chair continued to lead the Board in the discussion of Board Member Commitment which included:

- Boardmanship
- Responsibilities of a Board Member
- Viability of Service
- Define the Weeds

The discussion continued to include Board Member and Executive Director Conduct:

- Conduct in Meetings
- Internal Relations

The Board Code of Conduct was reviewed and it was agreed that the Trustees will sign this agreement at the first meeting of each new year.

A procedure will be put in place regarding Policy violations.

**1:40 p.m.**

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

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

**2:00 p.m.**

The Board continued its discussion.

**2:20 p.m.**

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

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

**4:00 p.m.**

The Chair led the Board in the discussion of:  
**Governance Model and Board Structure.**

**Motion:** Val Conroy moved to explore the possibility of creating a new Governance Model based on our need for growth.  
Second by Nancy Wingenbach.

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

**5:35 p.m.**

The Board recessed for the day.

**Friday, July 27, 2007**

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

**Approval of Minutes:**

**Motion:** Karen Anderson moved to approve the Minutes of the May 27, 2007 Global Finals meeting.  
Second by Regina O'Brien.

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

**Motion:** Regina O'Brien moved to approve the Minutes of the June 12, 2007 Teleconference meeting.  
Second by Johnny Wells.

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

**Motion:** The Agenda for the day was revisited and revised.  
Val Conroy moved to accept the revised Agenda.  
Second by Regina O'Brien.

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

**8:30 a.m.** Bob Purifico introduced DII's newly hired Controller, Joe O'Brien who was in attendance to attend the Finance Committee meeting along with Maureen Donovan, Treasurer.

**10:30 a.m. – 11:00 a.m.**  
The Finance Committee met.

**11:05 a.m.** Regina O'Brien, Finance Committee Chair, gave a brief report on the Quarterly Finance Report.

**11:40 a.m.**  
**Motion:** Brownie Mitchell moved to go into Executive Session.  
Second by Karen Anderson.

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

**1:25 p.m.** The Board continued its discussion on:  
**Governance Model / Board Structure**

**Motion:** Karen Anderson moved to adopt **The Governance as Leadership Model** as the model the Board of Trustees will follow.  
Second by Regina O'Brien.

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

**Motion:** Val Conroy moved to accept job responsibilities as listed.  
Second by Regina O'Brien.

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

**Committee Meetings:**

The Management Committee agreed not to meet. They will continue to rework the timeline for the Executive Director's Evaluation.

**3:00 p.m. – 4:00 p.m.** Development Committee met.

**4:00 p.m. – 5:00 p.m.** Governance Committee met.

## Committee Reports:

### **Management Committee** – Nancy Wingenbach, Chair

Nancy Wingenbach reviewed with the Board the timeline for the Executive Director's Evaluation.

- August 24, 2007 – Self Evaluation due from Executive Director (using current form)
- August 24, 2007 – Evaluation forms to Board of Trustees
- September 7, 2007 – Evaluation forms returned to Chair/Committee
- September 14, 2007 – Summary of Evaluation to Board of Trustees
- September 21, 2007 – Comments and responses from Board of Trustees due back
- September 29, 2007 – Committee to meet with Executive Director to share results face to face
- October 12, 2007 – Response from Executive Director due

### **Governance Committee** – Rick Sullivan, Chair

Rick Sullivan reported that the Governance Committee reviewed the assigned Board Tasks which included:

#### **Short Term:**

- New Trustee Process – on hold
- Policies–Accountability/Consequences regarding Code of Conduct
- Ongoing Maintenance of Policies

#### **Mid Term:**

- Succession Plan for Chair of Board
- Executive Committee Concept
- Issues on Voting (voting/abstaining)

#### **Motion:**

It is the recommendation of the Governance Committee to add to the bottom of the signed Code of Conduct the following words:  
**Failure to fulfill the responsibilities as a Trustee will be deemed as a resignation from the Board.**

Second by Doug Maulik.

#### **Action:**

**Motion Passed.**

#### **Motion:**

Nancy Wingenbach moved to accept the Governance Committee Report.

Second by Regina O'Brien.

#### **Action:**

**Motion Passed.**

### **Development Committee** – Karen Anderson, Chair

Karen Anderson reported:

- Reviewed the Direct Marketing Fundraising Campaign
- Donation Page to be added to DII webpage

- Evaluated different ideas for fundraising

**Motion:** The Committee recommends going forward with the Direct Mail Campaign as proposed.

Second by Regina O'Brien.

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

**Motion:** The Committee recommends all Board of Trustee donations be listed in the General Fund unless otherwise specified for Endowment.

Second by Bob Purifico.

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

**Motion:** Johnny Wells moved to accept the Development Committee Report.

Second by Nancy Wingenbach.

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

**6:05 p.m.** Recess

**Saturday, July 28, 2007**

**8:30 a.m.** The Meeting was called to order by Andy Loftis, Chair.

**President's Report** – Bob Purifico

Bob Purifico covered the following areas in his report:

- **Destination ImagiNation, Inc. – Flagship Program**
  - 2007-2008 Program Materials
  - Team Managers' Newsletter
  - Fall Directors' Conference
  - Team Challenge / IC for 2008-2009 on schedule
- **Rising Stars!**
- **ImagiNation -4- Life**
- **AEM**
- **Tech Effects**
- **Project Outreach**
  - Learn & Serve America
- **DInamic Classrooms (Model School)**
- **DICor**
- **Lobby Activities**

**Motion:** Bruce Urban moved to accept the President's Report.  
Second by Brownie Mitchell.

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

**Finance Report** – Regina O’Brien, Chair

The Finance Chair:

- Reviewed and discussed with the BoT the revised End of 3<sup>rd</sup> Quarter Report

**Motion:** Val Conroy moved to receive the Financial Report  
Second by Bob Purifico.

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

**Strategic Plan** – Nancy Wingenbach

Nancy Wingenbach led the BoT in reviewing and revising the Action Steps and Goals of the Strategic Plan.

Next steps include:

- Review of Survey Results with AD input (Nancy Wingenbach)
- Review of the narrative (Nancy Wingenbach & Andy Loftis)
- History piece to be included (Bob Purifico will submit)
- Final draft for October meeting
- Finished product for January 2008 BoT meeting

**New Business:**

Included a discussion on Logo use.

**Old Business**

Subjects discussed:

Vendor Licensing Agreement

Governance Model – settled

Rebates for next fiscal year

**4:40 p.m.**

**Motion:** Karen Anderson moved to go into Executive Session  
Second by Doug Maulik.

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

**5:00 p.m.**

Task: Finance Committee doing research on “Bulk Buys” to help Affiliates for the 2009-2010 program year.

The Board of Trustees reviewed future Meeting Schedules.

**Motion:** Karen Anderson moved for the Annual Open Board Meeting to be held at the State of DI address during Global Finals.  
Second by Rick Sullivan.

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

The next face to face meeting will be held in conjunction with the DIAD fall meeting at the Rosen Plaza Hotel in Orlando, Florida and will be the first BoT meeting of the new Fiscal Year. The Board of Trustees will meet Saturday evening, September 29<sup>th</sup> beginning at 5:00 p.m. and all day Sunday, September 30<sup>th</sup> (8:00 a.m. to 5:00 p.m.)

**Motion:** Brownie Mitchell moved for adjournment.  
Second by Karen Anderson.

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

The meeting adjourned at 5:15 p.m.

Minutes submitted by:  
Rene Goodwin  
Recording Secretary

**Minutes approved September 25, 2007**

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**September 11, 2007**

**8:06 p.m. EDT**      The meeting was called to order by Vice Chair, Nancy Wingenbach.

**ROLL CALL:**

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

Andy Loftis joined the meeting at 8:45 p.m.

**APPROVAL OF AGENDA:**

**Motion:**              Bruce Urban moved to approve the Agenda for the evening's meeting.  
                                Second by Doug Maulik.  
**Action:**              **Motion Passed.**

**APPROVAL OF MINUTES:**

**Motion:**              Karen Anderson moved to defer the approval of the July 26-28, 2007 Minutes.  
                                Second by Val Conroy.  
**Action:**              **Motion Passed.**

**TASK FORCE REPORTS:**

Task Force 1 – Exploration of Non-Profits: No Report  
Task Force 2 – Talking to Sponsor/Resources: No Report  
Task Force 3 – Draft Possible Charters: No Report

**BOARD DISCUSSION:**

The focus of the Board's discussion was on what Board Model to proceed with.  
Four models had been previously presented and consideration was on the following four options.

- 1) Corporate Board with the Board of Trustees becoming advisory
- 2) Single Board with combination of Corporate and BoTs
- 3) Two Boards with different charters for Corporate and BoT
- 4) Combined Board membership comprised of BoT members, Corporate Board members and the current BoT becomes advisory

**Motion:** Val Conroy moved to adopt the concept proposed within the attached email, of a two Board collaborative model with different charges and shared governance as a framework.  
Second by Brownie Mitchell

Discussion ensued.

**Motion:** Call the Question  
Roll Call Vote:  
**For:** Anderson, Begun, Conroy, Maulik, Mitchell, Urban, Wells, Wingenbach

**Against:** Loftis, O'Brien, Sullivan  
**Action:** **Motion Passed.**

**Roll Call Vote on Motion:**

**For:** Anderson, Conroy, Maulik, Mitchell, Urban, Wells, Wingenbach

**Against:** Begun, Loftis, O'Brien, Sullivan  
**Action:** **Motion Passed.**

Bob Purifico asked for the floor to address the Board. He stated: " I have given a lot of thought, I externalized it and I've gotten input from a lot of people that have expressed to me, for reasons that are respected, that's not necessarily what would be in the best interest of this organization. I can honestly tell you my preference is not to work under those conditions. Accordingly, I would inform you, and I will put this in writing, I will carry out the terms of my contract at this point in time until such time that it terminates which is the end of this year and or sooner if I should find additional work. I'm not interested in working under those conditions and I think you will find the staff will have a similar reaction to that."

Discussion ensued.

**Motion:** Frank Begun moved to reopen the issue.  
Second by Regina O'Brien.

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

More discussion.

**Motion:** Bruce Urban moved to reopen the matter.  
Second by Doug Maulik.

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

**Motion:**

Nancy Wingenbach moved to adopt the concept of a collaborative two Board model, Corporate and Board of Trustees, with the details and responsibilities to be worked out by the Charter Committee within the next two weeks.

Second by Karen Anderson.

Discussion ensued

Friendly Amendment proposed:

To develop a charter that would allow for two collaborative Boards, a Corporate Board that will have final financial oversight and responsibility for recruiting additional funds and a Trustee Board to develop the budget and handle operational issues of the corporation. To include the following points:

- Trustee Board will appoint the Corporate Board
- Shared responsibility for management as determined by the Charter
- Executive Director not on either Board

Trustees will work with Corporate Board for balancing and setting plan for special projects.

Friendly amendment accepted.

Discussion ensued.

Call the Question.

All in favor.

Roll Call Vote:

**For:** Anderson, Conroy, Maulik, Mitchell, Urban, Wells, Wingenbach.

**Against:** Begun, Loftis, O'Brien, Sullivan

**Action:**

**Motion Passed.**

Rick Sullivan will step down from the Charter Committee.

Doug Maulik will be added to the Charter Committee.

Karen Anderson will now Chair the Charter Committee.

The Charter Committee:

Karen Anderson, Chair; Andy Loftis, Doug Maulik, Brownie Mitchell, and Nancy Wingenbach.

Andy Loftis, Chair, asked Bob Purifico, Executive Director, to reconsider his decision. Bob Purifico responded that he would

wait the two weeks for the Charter Committee's work to be complete.

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

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

The meeting adjourned at 11:05 p.m.

Submitted by  
Rene Goodwin  
Recording Secretary

**Minutes approved September 25, 2007**

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**September 25, 2007**

**8:36 p.m. EDT**      The meeting was called to order by Chair, Andy Loftis.

**ROLL CALL:**

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

**APPROVAL OF AGENDA:**

**Motion:**              Regina O'Brien moved to approve the Agenda for the evening's meeting.  
Second by Rick Sullivan.

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

**APPROVAL OF MINUTES:**

**Motion:**              Karen Anderson moved to approve the Minutes of the July 26-28, 2007 meeting.  
Second by Regina O'Brien.

**Action:**              **Motion Passed** 1 Abstention

**Motion:**              Rick Sullivan moved to defer the approval of the Minutes from September 11, 2007 until the next meeting.  
Second by Regina O'Brien.

**Action:**              **Motion Defeated.**

After the Board reviewed the Minutes of September 11, 2007:

**Motion:**              Regina O'Brien moved to accept the Minutes from the September 11, 2007 Teleconference.  
Second by Bruce Urban.

**Action:**              **Motion Passed.** 1 Abstention

Andy Loftis thanked the Board for their cooperation and participation in a Teleconference with the DII staff the night before (September 24, 2007).

**Motion:**              Nancy Wingenbach moved to accept the resignation presented by the Executive Director at the September 11, 2007 teleconference, to become effective at the end of his contract term.  
Second by Val Conroy.

Discussion ensued.

Nancy Wingenbach withdrew the motion at this time.

**PRESENTATION BY PRESIDENT:**

Bob Purifico reviewed with the Board a power point presentation regarding the Flagship Program and the University of Tennessee partnership.

**Motion:** Frank Begun moved to set up a Task Force to develop a proposal, to be approved by the Board, of the possibility of rolling DII in some form under the umbrella of UT.

Second by Regina O'Brien.

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

The Task Force will include: Frank Begun, Chair; Bruce Urban, Rick Sullivan, Regina O'Brien, Nancy Wingenbach and Bob Purifico.

**DIAD FALL CONFERENCE:**

The Board reviewed their presentation to DIAD for the upcoming Fall Conference in Orlando, Florida.

The Board will meet with the ADs at 10:15 a.m. on Saturday, September 29, 2007.

**10:30 p.m.** Joe O'Brien left the conference call at this time.

**Motion:** Nancy Wingenbach moved that the contract of the Executive Director not be renewed at the end of the contract year (July 2008).  
Second by Val Conroy.

Discussion ensued.

Nancy Wingenbach withdrew the motion.

**Motion:** Nancy Wingenbach moved to adjourn.  
Second by Regina O'Brien.

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

The meeting adjourned at 11:45 p.m.

Rene Goodwin  
Recording Secretary



**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**September 29-30, 2007**  
**Orlando, FL**

**Saturday, September 29, 2007**

**3:30 p.m. EDT**      The meeting was called to order by Chair, Andy Loftis.  
All Board members were present.

**Motion:**              Rick Sullivan moved that the notice of the meeting be waived.  
Second by Regina O'Brien.

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

**Motion:**              Regina O'Brien moved to accept the 90 day Action Plan presented  
by Roger Garriock.  
Second by Bruce Urban.

**Action:**              **Motion Passed.** 1 Abstention

The meeting recessed until 6:00 p.m.

**6:10 p.m.**              The meeting reconvened and was called to order by Vice Chair,  
Nancy Wingenbach.

**ROLL CALL:**

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

**Also Present:** Joe O'Brien, Controller; Rene Goodwin, Recording  
Secretary.

**Absent:**              Andy Loftis

Bob Purifico, President, asked for the floor.

He stated:

“It has become apparent that this Board and I are moving in  
different directions and not working well as a team. Our inability  
to work effectively as a team is causing challenges and concerns  
for the organization, its programs, and the staff. Because of these  
reasons:

**Motion:**              I move to have a vote of confidence concerning my leadership of  
Destination ImagiNation, Inc. A yes vote is a vote of confidence in  
the leadership of the Executive Director and President of  
Destination ImagiNation, Inc. and an indication that we will move  
forward and work as a team for the good of the organization. A no  
vote is a vote of no confidence in the leadership of the Executive  
Director and President of Destination ImagiNation, Inc.”

Second by Regina O'Brien.

**Action:** **Roll Call Vote:**  
Anderson – Abstained; Begun – **No**; Conroy–Abstained; Loftis – Absent; Maulik – Abstained; Mitchell – Abstained; O’Brien – **Yes**; Sullivan – **Yes**; Urban – **No**; Wells – **No**; Wingenbach – **No**  
**Motion resulted in a vote of No Confidence.**

With the result of the Vote of No Confidence, Bob Purifico left the meeting.

Rick Sullivan and Regina O’Brien stated that they could no longer serve on the Board and left the meeting.

**6:45 p.m.**

**Motion:** Val Conroy moved to go into Executive Session.  
Second by Johnny Wells.

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

**10:56 p.m.**

**Motion:** Frank Begun moved to recess for the day.  
Second by Brownie Mitchell.

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

**Sunday, September 30, 2007**

**8:15 a.m.** The meeting reconvened and was called to order by Vice Chair, Nancy Wingenbach.

**Absent:** Andy Loftis, Regina O’Brien, Bob Purifico and Rick Sullivan.

**Motion:** Nancy Wingenbach moved to accept the offer from DIAD that will provide funding for a financial analysis.

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

**9:00 a.m.** Joe O’Brien, Controller, was invited to the meeting at this time to present and report on the Budget for the new fiscal year.

**Motion:** Karen Anderson moved to direct Management to actualize \$50 more per package for Global Finals.  
Second by Frank Begun.

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

**Motion:** Nancy Wingenbach moved to approve the budget as amended and presented on this date (September 30, 2007).  
Second by Val Conroy.

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

**Motion:** Nancy Wingenbach moved to authorize the Controller to manage the finances of the organization and report directly to the Board.  
Second by Val Conroy.

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

Joe O'Brien left the meeting at this time.

**Motion:** Nancy Wingenbach moved to establish an Executive Management Team to temporarily manage the organization to consist of: Controller, Vice President of Creative Programming, Vice President of Marketing, Vice President of DII and the Chair of the Board and/or his designee.  
Second by Frank Begun.

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

**Motion:** Brownie Mitchell moved that the Board authorize the Vice President of Creative Programming to identify and complete contracts for: Program Coordinator of DII, Training Coordinator, Program Coordinator for Rising Stars! and Educational Consultant for the Flagship Program.  
Second by Frank Begun.

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

The following statement was developed by the Board:  
The Board would like to take this opportunity to thank all of those who contributed to the very successful Fall Conference, especially our hard working staff and consultants.  
Be assured that the Board of Trustees is working hard to secure the future of the organization. The management is in place to handle the day to day operations of the corporation. With your continued support, we look forward to a robust and exciting program year culminated by our 25<sup>th</sup> anniversary celebration at Global Finals.

**Motion:** Karen Anderson moved to approve the developed statement and send this draft to the Chair of the Board for his approval and distribution.

Second by Val Conroy.

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

**1:30 p.m.**

**Motion:** Frank Begun moved to go into Executive Session.  
Second by Doug Maulik.

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

**2:25 p.m**

**Motion:** Frank Begun moved to accept the Management Committee's Evaluation Report.

Second by Karen Anderson.

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

**Charter Task Force**

**Motion:** Frank Begun moved to accept the Charter Committee's Report.

Second by Val Conroy.

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

**Direct Mail Letter**

Val Conroy reported that the Direct Mail Letter is ready to go. She has received two bids for the mailing and will report back at the next meeting for the final decision. The letter will also be put in electronic form for the ADs to put on their websites for additional contacts.

**ByLaws**

**Motion:** Brownie Mitchell moved to delete the following sentence from the ByLaws: Article 3, Section 1. General Powers/Number/Term; c)ii: "The Executive Director shall serve as a non-voting member of the Board" to become effective at the conclusion of the current Executive Director's contract term.

Second by Frank Begun.

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

**Motion:** Nancy Wingenbach moved to establish a Fundraising Team to look for short term, fourth quarter benefactors, sponsors and donors.

Second by Bruce Urban.

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

**Motion:** Doug Maulik moved to authorize the Management Team to negotiate with the University of Tennessee for Global Finals costs.

Second by Brownie Mitchell.

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

**Motion:** Karen Anderson moved that the Board of Trustees, recognizing the value of the current staff, places a freeze on the hiring and firing of all employees of the corporation except at the direction of the Board of Trustees effective as of October 1, 2007.

Second by Brownie Mitchell.

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

**Motion:** Frank Begun moved for adjournment.  
Second by Johnny Wells.

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

The meeting adjourned at 4:20 p.m.

Rene Goodwin  
Recording Secretary

**Minutes approved November 13, 2007**

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**Teleconference**  
**October 9, 2007**

**8:08 p.m. EDT**            The meeting was called to order by Board Chair, Andy Loftis.

**ROLL CALL:**

**Present:**                    Karen Anderson, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Bruce Urban, Johnny Wells, and Nancy Wingenbach.

**Management Team:** Joe O'Brien, Controller; Rusty McCarty, Vice President of Creative Programming; Linda Wayne, Vice President of Marketing; and Roger Garriock, Vice President of DIcon.

Also present was Rene Goodwin, Recording Secretary.

**APPROVAL OF AGENDA:**

**Motion:**                    Karen Anderson moved to approve the amended Agenda.  
Second by Bruce Urban.

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

**8:12 p.m.**

**Motion:**                    Brownie Mitchell moved to go into Executive Session.  
Second by Johnny Wells.

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

**9:15 p.m.**

The Board expressed their appreciation and thanks to the Management Team and Destination ImagiNation Office Staff for the dedication shown in moving forward with the program and their responsibilities.

**Motion:**                    Brownie Mitchell moved to authorize an electronic vote for any staff contract issues that may come up within the next couple of weeks.

Second by Karen Anderson.

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

**MANAGEMENT TEAM REPORTS:**

Rusty McCarty, Vice President of Creative Programming reported on the following:

- 2008-2009 Flagship Program on schedule
- Shop DI Sales
- Fall Conference – positive feedback
- Project Outreach

- AEM Project
- Global Finals Preparation and Schedule
- Flagship Membership Report

Linda Wayne, Vice President of Marketing reported:

- Continued work with Sponsors
- Possible Trucking Business sponsor for transportation of team props
- Early Childhood Catalog and Rising Stars!
- Official Fundraising Committee Meeting

Roger Garriock, Vice President of DIcor reported:

- DIcor Certification Sessions
- DIcor Workshop Schedule
- Zoomerang Results (to be distributed to BoT)
- Redrafting of DIcor brochure/Education Friendly

Joe O'Brien, Controller reported:

- IT Resources
- Schedule of End of Year Audit (in 4 weeks)
- Forensic Audit/Operational Review also to be scheduled

**Motion:** Brownie Mitchell moved for receipt of the Management Team Reports.

Second by Bruce Urban.

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

Brownie Mitchell will take over the Chair of the Governance Committee and Nancy Wingenbach will assist with the Finance Committee until a Chair is identified.

**Motion:** Frank Begun moved for adjournment.

Second by Bruce Urban.

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

The meeting adjourned at 10:00 p.m.

Rene Goodwin  
Recording Secretary

Minutes approved November 13, 2007

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**November 6, 2007**

**Present:** Karen Anderson, Andy Loftis, Doug Maulik, Brownie Mitchell, Bruce Urban, Johnny Wells, and Nancy Wingenbach.

**Management Team Also Present:** Roger Garriock, Joe O'Brien, Linda Wayne

**Absent:** Frank Begun, Val Conroy (Rusty McCarty from Management Team)

**Motion:** Karen Anderson moved to have this special meeting.  
Second by Johnny Wells.

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

**8:05 p.m. EST** The meeting was called to order by the Chair, Andy Loftis and set for 1 hour and 30 minutes.

**Motion:** Bruce Urban moved to accept the Agenda.  
Second by Brownie Mitchell.

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

**Separation Agreement**

It was reported that the Separation Agreement with the Executive Director was signed on Friday, November 2, 2007 with the transition period ending by November 9, 2007. The Chair will make sure that all Trademark documents are secure.

The Board discussed the letters that were sent regarding the separation.

**Management Team Report:**

The Management Team reported on the following items:

- Cash Flow
- National Dairy Sponsor Money
- Forensic Audit – November 8, 2007
- Audit with Public Accountants – November 13, 2007
- D'Icor's Goal for coming year - \$150,000
- Membership restructuring
- Fundraising Committee

**Committee MakeUp:**

Tabled to next week

**Development Committee:**

**Motion:** Brownie Mitchell moved to approve the \$25 for 25 years Campaign.

Second by Johnny Wells.

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

**Charter Committee:**

It was suggested that the Board form an Adhoc Committee to take a fresh look at the Charter for a Board of Benefactors. The Board will be looking for individuals for this Committee and will revisit this at the next meeting.

**Separation Duties:**

Communication

Val Conroy will prepare weekly correspondence to DIAD with Bruce Urban as her backup.

Frank Begun will correspond with the Alumni Group

The Board will need to look at the timeline of the Succession Plan. Brownie Mitchell will make sure all Board members have a copy of the Succession Plan.

**BoT Meeting Schedule:**

**Motion:** Karen Anderson moved that the Board have Teleconference meetings every two weeks beginning November 13, 2007 at 8:00 p.m. EST.

Second by Brownie Mitchell.

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

Discussion ensued regarding face to face meetings.

The meeting adjourned at 9:35 p.m. EST.

Minutes Submitted by  
Karen Anderson

Minutes approved December 11, 2007

**DESTINATION IMAGINATION, INC.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**November 27, 2007**

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

**ROLL CALL:**

**Present:**                Karen Anderson, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Johnny Wells, and Nancy Wingenbach.  
Also Present: Joe O'Brien, Controller

**Absent:**                 Bruce Urban

**APPROVAL OF AGENDA:**

**Motion:**                Val Conroy moved to approve the Agenda for the evening's meeting.

Second by Brownie Mitchell.

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

**FINANCIAL REPORT:**

Joe O'Brien, Controller reported on the following:

- Auditors in office week of November 13 with review of cash flow
- Project Green Board
- Forensic Audit

**Motion:**                Val Conroy moved to accept the Financial Report.

Second by Brownie Mitchell.

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

**COMMITTEE REPORTS:**

**Management Committee** – Nancy Wingenbach, Chair

The Management Committee will assume the responsibility for the following items:

- Current Board and email addresses posted to the web
- A BoT email address (group address to replace old one)
- Two year non-compete clause in staff contracts
- Assure all contracts are up to date

The Management Committee will also be checking newly adopted policies to see if there is any impact on the ByLaws. If so, the recommendations will be brought to the Board for assignment to the Governance Committee to draft.

**Finance Committee** – Johnny Wells, Chair

The Finance Committee will be working on the completion of Financial Policies.

**Development Committee** – Karen Anderson, Chair  
No Report.

**Governance Committee** – Brownie Mitchell, Chair  
The Governance Committee has the following Policy and one procedure to approve:

Policy to Approve:

## **8.0 Whistleblower Policy**

### 8.1 General

Destination ImagiNation, Inc. (“Organization”) Code of Ethics and Conduct (Code”) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

#### 8.1.1 Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

#### 8.1.2 No Retaliation

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization.

### 8.2 Reporting Violations

The Code addresses the Organization’s open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with the supervisor or is not satisfied with the supervisor’s response, he/she is encouraged to

Speak with anyone in management whom the person is comfortable in approaching. Managers are required to report suspected violations of the Code of Conduct to the Organization's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when an employee is not satisfied or is uncomfortable with following the Organization's open door policy, individuals should contact the Organization's Compliance Officer directly. Should the employee not feel free to speak with any of the above mentioned individuals, he/she should speak with the Chair of the DII Board of Trustees.

#### 8.2.1 Compliance Officer

The Organization's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her direction, shall advise the Executive Director and/or the Chair of the Board of Trustees. The Compliance Officer has direct access to the Chair of the Board of Trustees and is required to report to the Chair of the Board of Trustees at least annually on compliance activity. The Board of Trustees shall annually designate the Compliance Officer.

#### 8.2.2 Accounting and Auditing Matters

The Chair of the Board of Trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the finance committee of any such complaint and work with the committee until the matter is resolved.

#### 8.2.3 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

#### 8.2.4 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with their need to conduct an adequate investigation.

#### 8.2.5 Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate actions will be taken if warranted by the investigation.

### 8.3 Signing Requirements

Each employee will sign two copies of this policy as of (this date) or upon hire. One copy will be given to the employee. Another copy will be placed in the employee's personnel file at the Destination ImagiNation, Inc. corporate offices located in Glassboro, New Jersey.

Compliance Officer: \_\_\_\_\_

Management Staff: \_\_\_\_\_

Employee: \_\_\_\_\_

**Motion:** Karen Anderson moved that the Whistleblower Policy presented be approved.

Second by Val Conroy.

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

A Compliance Officer will be appointed by the Board Chair at the next Board meeting.

### #2 Procedures for Posting of Minutes, Policies and ByLaws

An office contact for each of the items will be identified.

**Minutes:**

Minutes will be taken during the Board meeting. A draft of the minutes will be sent to the Corporate Secretary for formatting. The formatted draft will be sent to the Chair and Vice Chair for review and approval and returned to the Corporate Secretary for distribution to the Board.

The Board approves the minutes at the Board meeting and the Chair/Vice Chair will send notification to the Corporate Secretary of approval for posting of the minutes to the web.

**Policies and Bylaws:**

Once the Board approves a policy or bylaw, the approved copy is emailed to **designated individual** in the office by the Chair of Governance. The email copy includes the date of Board approval, pending a 30 day posting for bylaws only. The **designated individual** in the office is requested to post on the website for a 30 day period. The **designated individual** notifies the Chair of the Governance Committee that the bylaw or policy has been posted and the date of posting.

At the end of the 30 day period, any comments on the bylaws are sent to the Chair of Governance. If the bylaw is remaining as posted, the Board is notified by the Chair of Governance of the end of the posting, the comments made (if any) and the acceptance of the bylaw. If the bylaw is in question, the bylaw is brought back to the Board and either changed (procedure begins again if change is major) or accepted as is.

**Motion:** Karen Anderson moved to approve the procedures presented for posting Minutes, Policies and Bylaws.  
Second by Val Conroy.

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

The Governance Committee Chair also reported that the Committee will be working on:

- Documentation Retention Policy
- Creating a Task Force to complete an up to date active Merchandise Policy
- Develop a process for appointing Trustee's outside of the normal election cycle

**Motion:** Brownie Mitchell moved that the Board not allow proxy votes.  
Second by Karen Anderson.

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

**Motion:** Johnny Wells moved to accept all of the Committee Reports.  
Second by Val Conroy.

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

#### **CHARTER COMMITTEE TASK FORCE**

The following individuals have been invited and have accepted a position on the Charter Task Force: Jill Schoonmaker, Chuck Good, Simon Dodd and Rosemary Bognar. (Barb Sailors was asked to be on the Task Force but has not yet responded).

Board Members on the Task Force include: Karen Anderson, Chair; Doug Maulik, Brownie Mitchell and Nancy Wingenbach. (Andy Loftis, ex officio).

The Task Force has been informed of the Board's approved Dual Board System (consisting of a funding board – Board of Benefactors and an operational board – Board of Trustees) and sent the second draft, Charter Draft 2 to review and respond to via email.

**Motion:** Val Conroy moved to accept the Charter Committee Task Force.  
Second by Brownie Mitchell.

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

#### **OLD BUSINESS**

Cost of Programs – Andy Loftis and Joe O'Brien will send to DIAD  
Corporate Papers - Joe O'Brien and Maureen Donovan will complete  
Search Committee – Will report at December Teleconference

#### **NEW BUSINESS**

Consent Agenda – Sent to Governance  
Mascot at Global Finals – Val Conroy will address this issue in weekly letter to DIAD  
January Board Meeting – Management Team requesting Board to take a close look at whether this face to face meeting is necessary. The Board will work on a meaningful Agenda.

**9:37 p.m.**

**Motion:** Val Conroy moved to go into Executive Session.  
Second by Brownie Mitchell.

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

**10:41 p.m.**

**Motion:** Karen Anderson moved to approve the contract for the Vice President of DIcon as previously negotiated.  
Second by Brownie Mitchell.

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

**Motion:** Brownie Mitchell moved that the Recording Secretary of the Board be a Board Member. The Recording Secretary will take notes at meetings and send them to the Corporate Secretary to be put into Minute form for posting and then sent back to the Chair of the Board to be approved by the Board. The Recording Secretary will keep the notes and the Minutes as well as a copy of the ByLaws and Policies. In addition, the Recording Secretary will post BoT meeting notices and the Agenda one week prior to the meeting to the BoT email. Additions to the Agenda will be sent to the Recording Secretary. Call in numbers for teleconferences will also be sent out by the Recording Secretary.

Second by Johnny Wells.

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

**Motion:** Val Conroy nominated Karen Anderson to be the Recording Secretary.  
Second by Nancy Wingenbach.

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

**Motion:** Brownie Mitchell moved for adjournment.  
Second by Johnny Wells.

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

The meeting adjourned at 10:50 p.m. EST

Karen Anderson  
Recording Secretary

**Minutes approved December 11, 2007**

**Destination ImagiNation, Inc.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**December 11, 2007**

**CALL TO ORDER**

**8:14 p.m. (EST)**      The meeting was called to order by BoT Chair, Andy Loftis.

**ROLL CALL**

**Present:**                Karen Anderson, Frank Begun, Val Conroy, Andy Loftis, Doug Maulik, Brownie Mitchell, Bruce Urban, and Nancy Wingenbach.

**Also present** was Joe O'Brien, Management Team Representative.

**Absent:**                 Johnny Wells

**APPROVAL OF AGENDA**

**Motion:**                Brownie Mitchell moved to approve the evening's Agenda as posted.

Second by Doug Maulik.

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

**APPROVAL OF MINUTES**

**Motion:**                Nancy Wingenbach moved to approve the Minutes from the November 6<sup>th</sup>, November 13<sup>th</sup> and November 27<sup>th</sup>, 2007 Teleconference meetings.

Second by Brownie Mitchell.

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

**COMMITTEE REPORTS**

**Management Committee** – Nancy Wingenbach, Chair  
No Report

**Finance Committee** – Johnny Wells, Chair  
No Report

Joe O'Brien, Controller sent out the year end report to the BoT for their review.

**Development Committee** – Val Conroy, Chair

Task Force Report:

- Meeting once a week (alternating with conference calls and e-mail reporting)
- Developing letters to organizations/corporations
- Pursuing some Dicor contacts
- Establishing a Day on the Hill (Late January/early February)

- Applied for the **Ben Franklin Award for Public Diplomacy** From the Washington Times: *Secretary of State, Condoleezza Rice* also honored the memory of the “Father of the American Foreign Service” when she announced the creation of the Benjamin Franklin Award for Public Diplomacy.

*Addressing a summit of private public relations professionals who promote U.S foreign policy, Miss Rice said the award will honor private businesses and foundations, nongovernmental organizations and private citizens for their contributions to public diplomacy.*

*Also speaking in the Benjamin Franklin dining room earlier Wednesday, she said, “Like America itself, Franklin has a seemingly limitless desire to help improve the world around him, and he did it with a sense of humor and a lot of grace. I know this because I read Walter Isaacson’s book.”*

- Dairy Support is solid and growing
- Sci-Fi Network still in negotiations
- 3M has increased support
- Additional prospective sponsors in communication include:
  - Dollywood and other Knoxville locals
  - Teradyne “...designs and manufactures automatic test equipment that delivers competitive advantage to the world’s leading electronic companies”
  - Fast Web – the college search portion of Monstor.com
  - Liebherr – “one of the world’s leading manufacturers of construction machinery but is also an acknowledged supplier of technically innovative user-oriented products and services in numerous other fields.”
  - Combined Federal Campaign – “the world’s largest and most successful annual workplace charity campaign”

### **\$25 for 25 Campaign**

- Total to date (12/10/2007) \$2,450
- Ideas welcome for financial success

### **Governance Committee – Brownie Mitchell, Chair**

- Kate Wise, from DI HQ, has been designated by the Management Team as the person who will be posting BoT Minutes, ByLaws and Policies to the website. The current

ByLaws change was posted on December 6, 2007. The BoT term limits have been corrected on the site and policies will be updated soon.

- Each Governance Committee member has been given a copy of the current Employee Handbook, which is under review. Corrections are needed and the Committee will be addressing this issue as quickly as possible. As part of the process, the Committee will be asking employees of the corporation for suggestions or comments which they may want to have the BoT consider in its evaluation of the Handbook.
- The Chair of the Board and the Governance Committee Chair have formed a Task Force to rewrite the Merchandising Policy. This Task Force includes the following: Val Conroy, Chair; Karen Anderson, Kevin McDonough, Joe O'Brien and Barbara Mann. Vendor contracts will be forwarded to the Task Force Chair along with all of the discussion documents to date.
- A copy of the Finance Policy has been forwarded to the Finance Committee Chair so that work can begin on its revision.
- Past Minutes show an Escalation Procedure for Dispute Resolution was forwarded to the Governance Committee for review and formatting. A copy of this document is needed and will be added to the attached task list.
- The Committee will bring forth a motion regarding the Board seats of Rick Sullivan and Regina O'Brien.
- The Governance Committee will be offering a slate of nominees to fill the three vacant seats on the Board.
- The Governance Committee will take care of the escalation process.

**Motion:** Brownie Mitchell, Chair of the Governance Committee moved:  
Whereas Trustees Rick Sullivan and Regina O'Brien verbally resigned their Board seats in an open session of a BoT Meeting (September 29, Orlando, FL), reiterated their resignations in private telephone conversations with the Chair of the Board, Andy Loftis, and affirmed their resignations in a signed internet message to the members of the DIAD organization, I move that the Board of Trustee seats held by the aforementioned Trustees be declared vacated and open for new membership.  
Second by Karen Anderson.

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

**Motion:** The Governance Committee recommends the following nominations for Board seats with the following corresponding

dates: October 2008, Pam Schroeder; October 2010, John Maloney; October 2011, Sue Oclassen.  
Second by Val Conroy.

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

**Motion:** Bruce Urban moved to accept the Committee Reports.  
Second by Val Conroy.

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

## **TASK FORCE UPDATES**

**Charter Task Force** – Karen Anderson, Chair  
Work is ongoing. No Report for this evening.

**Merchandising Policy Task Force** – Val Conroy, Chair  
Merchandising Policy information, the Board discussion and the Red, White and Blue Policy will be forwarded to the Task Force Chair.

### **Search Committee Task Force**

Andy Loftis, Board Chair, will send the BoT an email regarding the makeup of this Task Force and will ask the Board for their input in order for the Board to decide on specifics.

## **OLD BUSINESS**

Corporate paperwork completed.  
Cost of Programs – Ongoing (Andy Loftis and Joe O'Brien)

## **NEW BUSINESS**

### **Board Email**

The Board is requesting an Email group and address be set up for communication with stakeholders.

### **Global Finals**

- Board offering assistance with setup
- University of Tennessee will take over Hotel arrangements and use a Knoxville Travel Agent for travel.
- IT – will use Annex for this season with assistance from Lynn Macy, Steve Greenwood and UT IT.

**Motion:** Karen Anderson moved that the BoT adopt the standard Agenda with the inclusion of Management Team Report listed before Committee Reports, to post on website.  
Second by Val Conroy.

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

**January Face to Face Meeting**

Andy Loftis, Val Conroy and Karen Anderson will check sources to include training and strategy for Board Fundraising at the January meeting.

**Combined Federal Campaign**

Linda Wayne has been asked to submit the paperwork to be a part of the Combined Federal Campaign.

**Motion:** Karen Anderson moved that Doug Maulik and Val Conroy be authorized to establish a Task Force for the Combined Federal Campaign.  
Second by Nancy Wingenbach.

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

**9:32 p.m.**

**Motion:** Nancy Wingenbach moved to go into Executive Session.  
Second by Brownie Mitchell.

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

**Next Meeting Date:**

Wednesday, December 19, 2007 at 8:00 p.m. EST

**Motion:** Brownie Mitchell moved for adjournment.  
Second by Frank Begun.

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

The meeting adjourned at 10:43 p.m.

Submitted by  
Karen Anderson  
Recording Secretary

Attachment: Governance & Development Committee Tasks

**Minutes approved December 19, 2007**

## **Addendum to the BoT Minutes of December 11, 2007**

### **GOVERNANCE COMMITTEE TASKS DECEMBER 10, 2007**

#### **Short Term:**

- Develop Document Retention Policy (January meeting)
- Develop policy for reappointment of a Trustee or appointment of a Trustee outside the normal cycle
- Revise Employee Policy Manual
- Update Policy Manual for posting to website

#### **Mid Term:**

- Develop a Board Assessment Process
- Restructure Conflict of Interest & Code of Ethics to facilitate greater focus on decision-making for the good of DII. (consult Rosemary B-P)
- BOT member orientation

#### **Long Term:**

- Develop Chair et.al. succession process
- Develop Governance Model
- **Items to be completed concerning BOT Trustee Appointments:**

#### ***Letter of Invitation and introduction***

General Description of “what the board does”  
General Description of what a Trustee does & doesn’t do, overview  
Specific skills the Board is seeking  
Application to gather the individuals information  
Specific instructions on what a person has to do to apply and when  
Method to respond to questions from candidates

### **Development Committee Task List December 11, 2007**

#### **To Do List:**

- ✚ Thank you to the volunteers at Globals – what will we do?
- ✚ Will there be a Globals fundraiser? If so, what?
- ✚ Upgrade the \$25 to 25 Campaign & Thank you to the donors
- ✚ Get the Board trained to fundraise – ½ day in January?
- ✚ Get a volunteer team to compile the information for the Combined Federal Campaign



**Destination ImagiNation, Inc.**  
**BOARD OF TRUSTEES**  
**TELECONFERENCE**  
**December 19, 2007**

**CALL TO ORDER**

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

**ROLL CALL**

**Present:**              Karen Anderson, Val Conroy, Andy Loftis, John Maloney, Brownie Mitchell, Sue Oclassen, Bruce Urban, Johnny Wells and Nancy Wingenbach.

**Also present** was Joe O'Brien and Roger Garriock - Management Team Representatives.

**Absent:**                Frank Begun, Doug Maulik, Pam Schroeder

The Chair welcomed the three new Board Members: John Maloney, Sue Oclassen and Pam Schroeder.

**APPROVAL OF AGENDA**

**Motion:**              Brownie Mitchell moved to approve the evening's Agenda as posted.

Second by Nancy Wingenbach.

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

**APPROVAL OF MINUTES**

**Motion:**              Nancy Wingenbach moved to approve the Minutes from the December 11, 2007 Teleconference.

Second by Johnny Wells.

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

**MANAGEMENT TEAM REPORT**

The Management Team Representatives reported on the following:

- Auditors Report – Clean Book (Report to be emailed to BoT)
- Cash Flow
- Personnel Changes
- January Board Meeting (Invited Guests)
- Tech Soup and DISC Accounting
- DIcon Contracts and New Prospects
- Growing DI in Canada through Scouting
- Interaction Associates
- DIcon / China

**Motion:**              Bruce Urban moved to accept the Management Team's Report.

**Action:** Second by Brownie Mitchell.  
**Motion Passed.**

### **COMMITTEE REPORTS**

**Management Committee** – Nancy Wingenbach, Chair  
The Management Committee is in the process of obtaining three Email addresses (1 for the BoT only, 1 for the BoT and Management Team, and 1 for stakeholders to contact the BoT)  
The Management Committee will also be checking the new policies against the Bylaws for compliance.

**Finance Committee** – Johnny Wells, Chair  
No Report

**Development Committee** – Val Conroy, Chair  
The Funding Committee has met and has discussed the need for a spokesperson. (Need to add to Agenda for full Board discussion)

**Governance Committee** – Brownie Mitchell, Chair  
The Policies will be updated and posted to the web after the first of the year.

### **TASK FORCE UPDATES**

**Charter Task Force** – Karen Anderson, Chair

- Information received to be catalogued
- Teleconference to be scheduled early January 2008

**Merchandising Policy Task Force** – Val Conroy, Chair

- Committee in receipt of parameters / waiting for responses
- Final report/end of January meeting

**Search Committee Task Force**

- Suggestions for Committee will be put together by BoT Chair, Andy Loftis

**Motion:** Karen Anderson moved to accept all reports.  
Second by Sue Oclassen

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

### **OLD BUSINESS**

**Costs of Programs** – Ongoing

### **NEW BUSINESS**

#### **Agenda for January 2008 Meeting**

Suggestions include:

- Thursday A.M. – Session with Management Team

- Thursday P.M. – Fundraising Training
- Thursday Dinner – Staff Reports
- Friday AM/PM Committee & Task Force Meetings and Reports
- Robert Gibbs from the University of Tennessee will be contacted and invited to attend the meeting at his convenience
- Saturday – New and Old Business / Goals & Targets for 2008 – 2009

### **Global Finals 2008**

Suggestions include:

- BoT arrival for Saturday with meeting set for Saturday or Sunday to include specific Fundraising Training
- Review of 2008-2009 Budget
- Assist Staff on Monday, Tuesday and Wednesday
- Annual Meeting on Tuesday
- Committee Meetings on Monday, Tuesday, and Wednesday evenings
- Assist with potential sponsors (once GF is underway)

**9:31 p.m.**

**Motion:** Bruce Urban moved to go into Executive Session.  
Second by Val Conroy.

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

### **NOTICE OF NEXT MEETING**

Teleconference: Tuesday, January 8, 2008 at 8:00 p.m. EST

**Motion:** Brownie Mitchell moved to adjourn.  
Second by Johnny Wells.

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

The meeting adjourned at 10:54 p.m.

Submitted by  
Karen Anderson  
Recording Secretary

**Minutes approved January 8, 2008**