

**DI Board of Trustees Meeting**  
19 March 2013  
8:30 p.m. EST Telephone Conference Call

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**1) Roll call**

- a) Present
  - 1) Pamela Schroeder
  - 2) Karen Anderson
  - 3) Sarah Benzik
  - 4) Barry Gilman
  - 5) Rick Rand
  - 6) Nina Schwenk
  - 7) Louise Liddle
  - 8) Rosemary Bognar Pinney
  - 9) David Thomason
  - 10) Chuck Cadle
- b) Absent
  - 11) Johnny Wells – absent
  - 12) Kris Beisel (joined last 10 mins)

**2) Motion to approve agenda**

- a) Pam moved
- b) David second
- c) All in favor

**3) CEO Report – Chuck**

- a) Additions to report:
  - 1) San Francisco Unified School District – 90 classrooms adding Pathways – funded by CVS
  - 2) Will still be doing Radio Disney events (had been planned)
  - 3) Rick Rand’s brother sponsoring TM&O competition at Globals
- b) Discussion:
  - 4) TM&O sponsorship – DIHQ will make sponsorship sign
  - 5) New Instant Challenge Pricing for Affiliates:
    - a) (Chuck) Final price was \$39 for download and CD was \$49
      - We are producing products that we hope to bring in new audiences
      - with IC book is that initial buyer will purchase additional materials down the road
    - b) Motion for IC Book Consignment for ADs:
      - (1) For any conference, an AD can ask for up to 50 CDs.
      - (2) DI will consign the CDs to the AD
      - (3) AD will pay as they use them.
      - (4) AD will return them to DI.
      - (5) DI will cover the shipping cost.
- i) Moved by Karen
- ii) David second

- iii) All in favor
- iv) Rosemary abstained

**4) Management Committee Report - Rick**

- a) Continuing with CEO evaluation work

**5) Finance Committee Report - Rosemary**

- a) Finance has reviewed the report
- b) Profit/loss net change budget ahead by \$99,000
- c) Charles responded to outstanding item in the Management Letter and they are proceeding

**6) Strategic Planning Committee Report - Louise**

- a) Continuing to work on goals
- b) Next teleconference next week
- c) Will have goals for the BOTs approval for April meeting

**7) Governance – Karen**

- a) Motion to approve affiliate definition

- i) Discussion:

- Barry
  - International teams – may never get to that 50 requirement
  - Some places want to become their own affiliate
  - Had 15 teams in Ecuador that want to be their own Affiliate because cannot afford to travel to the tournament
- Chuck
  - Any new Affiliate will be under our policy – if an organization applies to be an Affiliate, there will be a rubric and the BOT will make decision to allow on a provisional basis – based on the Affiliate’s sustainability
  - DI wants to make investments in Affiliates that are sustainable – because if you make an investment you want to see it remain
  - Also, need to give these Affiliates positions at Globals because we would need to afford them spots at Globals
  - But, at end of day, would look at Affiliates on a case-by-case basis
  - Would like to see all these instances under one Affiliate
  - Then can spin off those Affiliates when they grow to be large enough
- Barry
  - May be difficult to make determination about with 19 teams go
- Chuck
  - Emily will help with how to set up to be fair in South America
- Pam
  - Do we need to add language about the international affiliates?
- Karen
  - “Case by case” language was added specifically to address this sort of issue

- ii) Governance moves

- iii) Nina second

iv) All in favor

b) QRP Policy

- Will need a go-to meeting or conference call to discuss
- Need to discuss with Chuck
- Governance will do in the next couple of weeks

**8) Summer Meeting – Pam reporting on behalf of Kris**

- Second conference call last night about summer
- Conference overview – generate goals, plans, thoughts on key speakers
- Day 1 focuses on input and keynote
- Day 2 training and passion back to Affiliates
- Topics –
  - Volunteers, success planning, alumni
  - creating a compelling message and compelling training]
  - Mining connections and corporate sponsors
  - Teaching tools to grow the program
- 4 hours for board on Day 1 to discuss the strategic plan and goals – this is to have a conversation – BOT will have a lot of time to fill there
- Chuck: Have Ben join on call; participation is probably up to 200 based on discussions that we've had or direct reports to Ben / staff / Chuck
- Want to close invitations by the third week in April
- Need to be mindful of running into Globals – all happens quickly

**9) Motion to approve all reports**

- a) Karen moved
- b) Barry second

**10) Old Business**

- a) ADs and ability to attend Globals
  - All offered VIP option
  - For those who applied as officials, all have been accepted into volunteer role

**11) New Business**

- a) Pocket of ill-will – present ourselves publically
  - Pictures of the Board members on the program
  - Include a bio so that people can recognize us
  - Want people to know us in a more personal way
  - Put in newspaper
  - Chuck forwarded example
  - Sarah will take action to create a plan for additional PR items
  - Shirts?
  - Email Jennifer to say you want to room together
  - Chuck to have someone email to be able to register
- b) Motion to install Sarah as Board Secretary
  - Karen moves

- Kris second
  - All in favor
- c) Need to add schedule to the GF website
- d) Also, want a note about Wednesday – teams have to OPT OUT of Wednesday. Not OPT IN

**12) Motion to adjourn**

- a) Karen moved
- b) Barry second

Next meeting April 10, 8:30EST

Tomorrow strategic planning meeting, March 20, 8:30EST



**Destination Imagination, Inc.**  
**Board of Trustees Decisions and Activities**  
**April 10, 2013**

I. Meeting minutes and agenda

- a. Meeting called to order by Pam Schroeder at 8:35p.m. EST
- b. March meeting notes approved, with summary to be created to publish on the DI website (*moved by Karen Anderson and seconded by Barry Gilman*)
- c. Meeting agenda approved (*moved by Johnny Wells and seconded by Barry Gilman*)

II. Reports

- a. CEO Report provided by Chuck Cadle. Discussion topics included:
  - i. Global Finals
  - ii. Sponsor Updates
  - iii. Team Registrations
  - iv. VIP Invitations
  - v. IGNITE Conference
  - vi. International Affiliates
- b. Affiliate Consultant Report overview provided by Chuck Cadle
- c. Management Committee Report provided by Rick Rand
- d. Finance Committee Report provided by Rosemary Bognar Pinney
- e. Development & Strategic Planning provided by Louis Liddle
  - i. DI Strategic Goals approved (*moved by Committee*)

Board Members
<u>Present</u>
Pamela Schroeder
Johnny Wells
Karen Anderson
Sarah Benczik
Rosemary Bognar Pinney
Barry Gilman
Louise Liddle
Rick Rand
Nina Schwenk
David Thomason
Kris Beisel
Charles R. Cadle
<u>Absent</u>
(none)

“As a cohesive and connected organization, Destination Imagination, Inc. will:  
Goal#1: Share the joys and benefits of learning the Creative Process with as many individuals as possible around the world.  
Goal #2: Achieve recognition as a global expert in the Creative Process.  
Goal #3: Energize, engage, and equip the Destination Imagination community to promote and implement our program.  
Goal #4: Build an organization that is financially and structurally sustainable.  
Goals #5: Create a culture of celebration and fun.”

- f. Governance Committee Report provided by Karen Anderson
  - i. Update to Affiliate guidelines approved for insertion into Policy Manual and inclusion in future License Agreement (*moved by Committee*)



“Affiliate Non-Profit Status

- a. Destination Imagination Inc. is a non-profit organization and is operated exclusively for charitable and educational purposes. All Affiliates holding an Affiliate License Agreement with DII must also be operated exclusively for these same non-profit purposes.
- b. All Affiliates located within the jurisdiction of the United States must meet the following criteria or be operated by an organization meeting the following criteria:
  - a. Be recognized as a non-profit by the IRS within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax laws)
  - b. Be recognized as a non-profit organization by the State in which it operates
- c. International Affiliates must also be non-profit and operated solely for charitable and educational purposes.
- d. Any Affiliate that does not meet these criteria must come into compliance before the renewal of their 2014 License Agreement. Failure to do so will result in loss of their License Agreement with DI Inc.”

- ii. Global Finals expense policy approved for insertion into Policy Manual (*moved by Committee*)

“Global Finals Expense Policy

- a. Room and Board shall be provided for Affiliate Directors with 5 or more teams in attendance at Global Finals.
- b. Global Finals Team Leaders and International Challenge Masters shall be provided with Room and Board and shall be reimbursed for travel expenses to and from the event.
- c. Board of Trustees members will be provided Room and Board at Global Finals and travel expenses to and from the event.”

- g. IGNITE Conference Committee Report provided by Kris Beisel

III. Other Discussion Items

- a. Donations
- b. Board-sponsored Global Finals event
- c. Global Finals responsibilities, assignments

IV. Meeting Wrap-up

- a. Next meeting Wednesday, May 8, 2013 at 8:30 p.m. EST
- b. Meeting adjourned (*moved by Karen Anderson and seconded by Nina Schwenk*)



Destination Imagination, Inc.  
Board of Trustees Decisions and Activities  
May 8, 2013

I. Meeting minutes and agenda

- a. Meeting agenda approved (*moved by Rosemary Bognar Pinney and seconded by Barry Gilman*)
- b. Meeting minutes approved (*moved by Sarah Benczik, seconded by Karen Anderson*)

II. Reports

- a. CEO Report provided by Chuck Cadle. Discussion topics included:
  - i. Discussion of report to DIAD
  - ii. Some international Affiliate participation down this year
- b. Management Committee Report provided by Rick Rand
  - i. CEO evaluation to be complete after Global Finals
- c. Finance Committee Report provided by Rosemary Bognar Pinney
  - i. Auditors think Accounting is doing well with some caveats; will continue to monitor
- d. Development & Strategic Planning provided by Louis Liddle
  - i. Moving forward with strategic plan – committee working on paragraphs to expand on goals
  - ii. Next step is setting up some action plans for goals
- e. Governance Committee Report provided by Karen Anderson
  - i. Update to Affiliate License (*moved by Committee, unanimously approved*)

“c.4.2.a Beginning in 2014 -15 program year, if an Affiliate has not reached the 50 team threshold after 5 years as a DI Inc. Affiliate, and the DII Board has decided not to renew the license, the Affiliate will be given an opportunity to buy into the DI Inc. program as a full Affiliate with all rights and privileges for a \$5000 annual fee. All fees collected from team pack registrations at the National level for the Affiliate area will be returned to the Affiliate. This option will be renewable annually until the 50 team threshold is reached subject to annual Board approval.

C.4.3. b New or Emerging Affiliates from areas with no DI affiliation within the previous three years will be considered Provisional Affiliates and have 5 years to meet the 50 team threshold. The Provisional Licensee will receive support, marketing materials, local conference reimbursements, mailing reimbursements, and other AD resources.”

Board Members
<u>Present</u>
Pamela Schroeder
Johnny Wells
Karen Anderson
Sarah Benczik
Rosemary Bognar Pinney
Barry Gilman
Louise Liddle
Rick Rand
Nina Schwenk
David Thomason
Kris Beisel
Charles R. Cadle
<u>Absent</u>
(none)



- ii. Policy on Global Finals Complements (*moved by Committee, approved by Pamela Schroeder, Johnny Wells, Karen Anderson, Sarah Benzjik, Barry Gilman, Louise Liddle, Rick Rand, Nina Schwenk, David Thomason, Kris Beisel, Charles R. Cadle, opposed by Rosemary Bognar Pinney*)

“Global Finals Complements

DI HQ will offer annual complements to each Affiliate to invite teams to Global Finals. Complements will be based on the prior year’s team packs. Based on that information, Affiliates will be allowed to invite first and up to second and third place teams, and possibly Wild Cards.

The total number of complements does not recognize ties. If the complement includes first and second place teams, the two teams with the highest scores should be invited to Global Finals, whether they are tied or first and second. If the complement includes first place teams, the team with the highest score should be invited to Global Finals. Affiliates may use their Wild Card(s) or any open, challenge/level, spots for ties if they so choose. Affiliates may request additional Wild Card slots from the CEO, who may approve these requests on a case-by-case basis.

Provisional Licensed Affiliates and those Affiliates who have chosen the “buy in program” will have their complement of teams set at the end of January based on the actual number of team packs purchased that year and a discussion between the AD and CEO or his representative. This number may be less than 18 for example if the affiliate has only 20 teams the complement may be 5 or 10.”

- iii. Elections - Interviews at 9:50PM Wednesday at Global Finals (Smokey B)
- f. IGNITE Conference Committee Report provided by Kris Beisel
  - i. Activities focus on energizing the core and working on the goals – interactive approach
  - ii. Open slots will be offered to other Affiliates to be filled in June
- g. Reports approved (*moved by Johnny Wells and seconded by Nina Schwenk*)

III. Other Discussion Items

- a. Updates from Maureen Donovan on new employees and payroll
- b. Globals BOT Video
- c. Board Agenda for Globals Meeting
- d. Board engagement and activities during Globals

IV. Meeting Wrap-up

- a. Next meeting May 26, 2013 at Global Finals
- b. Meeting adjourned (*moved by Karen Anderson and seconded by Nina Schwenk*)







**Destination Imagination, Inc.**  
**Board of Trustees Decisions and Activities**  
**May 26, 2013**

- I. Meeting Minutes and Agenda
    - a. Agenda accepted (*moved by David, seconded by Karen*)
    - b. Minutes accepted (*moved by Karen, seconded by Johnny*)
  - II. Organization Reports
    - a. Social Media (*presented by Charles Bell*)
    - b. DISC (*presented by Charles Compton*)
    - c. University Report (*presented by Chris Groberg*)
    - d. DI TV (*presented by Charles Bell*)
    - e. IGNITE (*presented by Kris Beisel*)
  - III. CEO Report (*presented by Chuck Cadle*)
  - IV. Global Finals Reports
    - a. Officials and Appraisers Registration (*presented by Rick Rand*)
    - b. VIP Participation (*presented by Louise Liddle*)
    - c. 3M (*presented by Johnny Wells*)
    - d. Expo / Overall Event (*presented by Britt Dyer*)
    - e. Graduation (*presented by Sarah Benczik*)
    - f. International (*presented by Barry Gilman*)
    - g. Board Awards (*presented by David Thomason*)
    - h. DI Caching (*presented by Nina Schwenk*)
    - i. Donor Pins (*presented by Louise Liddle*)
    - j. DI Store (*presented by Maureen Donovan*)
  - V. BOT Committee Reports
    - a. Management (*presented by Rick Rand*)
    - b. Finance (*presented by Rosemary Bognar Pinney*)
    - c. Governance (*presented by Karen Anderson*)
    - d. Development (*presented by Louise Liddle*)
    - e. DIAD (*presented by Kris Beisel*)
- All reports accepted (*moved by David, seconded by Rosemary*)
- VI. New and Old Business
    - a. DI Video
    - b. Activity to capture Globals feedback
  - VII. Audience Questions
  - VIII. Meeting adjourned (*moved by David, seconded by Johnny*)

Board Members
<u>Present</u>
Pamela Schroeder
Johnny Wells
Karen Anderson
Sarah Benczik
Rosemary Bognar Pinney
Barry Gilman
Louise Liddle
Rick Rand
Nina Schwenk
David Thomason
Kris Beisel
Charles R. Cadle
<u>Absent</u>
(none)



**Destination Imagination, Inc.**  
**Board of Trustees Decisions and Activities**  
**June 12, 2013, 8:30PM EST**

- I. Meeting Minutes and Agenda
  - a. Agenda (*moved by Johnny, seconded by David*)
  - b. Minutes (*moved by Sarah, seconded by Karen*)
  
- II. Reports
  - a. CEO Report (*presented by Chuck Cadle*)
  - b. No Management Committee report
  - c. No Finance Committee report (in progress)
  - d. Development Committee (*presented by Louise Liddle*)
    - i. Continuing to work on goals and the strategic plan
  - e. No Governance Committee report
  - f. IGNITE (*presented by Kris Beisel*)

Committee reports accepted (*moved by Karen*)
  
- III. Old Business
  
- IV. Meeting adjourned 9:40PM EST (*moved by David, seconded by Johnny*).

Board Members
<u>Present</u>
Pamela Schroeder
Johnny Wells
Karen Anderson
Sarah Benczik
Rosemary Bognar Pinney
Louise Liddle
Max Kringen
David Thomason
Kris Beisel
Charles R. Cadle
<u>Absent</u>
Barry Gilman
Nina Schwenk
Rick Rand



**Destination Imagination, Inc.  
Board of Trustees Decisions and Activities  
September 18, 2013, 8:30PM EST**

- I. Agenda (approved)
- II. CEO Report (delivered by Cadle, approved)
  - a. Finances
  - b. Operations
  - c. Affiliates
    - i. Motion to terminate license with KACE  
(moved by Schwenk and Gilman, approved)
    - ii. Motion to notify non-complying Affiliates of  
status and potential action within 90 days  
(moved by Schwenk and Benczik, approved)
- III. Committee Reports
  - a. Management (delivered by Rand, approved)
  - b. Finance (delivered by Bognar Pinney, approved)
  - c. Development (delivered by Liddle, approved)
  - d. Governance – no report
- IV. Executive Session
- V. Adjourned (9:50PM EST)

Board Members
<u>Present</u>
Charles R. Cadle
Pamela Schroeder
Johnny Wells
Sarah Benczik
Kris Beisel
Rosemary Bognar Pinney
Barry Gilman
Max Kringen
Louise Liddle
Rick Rand
Nina Schwenk
David Thomason
<u>Absent</u>
Karen Anderson



**Destination Imagination, Inc.  
Board of Trustees Decisions and Activities  
October 17 – 19, 2013**

**Thursday, October 17, 2013**

**I. Call to Order**

- a. Roll call
- b. Agenda (approved)
- c. Minutes from July meeting (approved, Benczik abstained)
- d. Review of committee membership
  - i. Development, Louise Liddle, Chair
    - 1. Kris Beisel
    - 2. Rosemary Bognar Pinney
    - 3. Nina Schwenk
    - 4. Johnny Wells
    - 5. Max Kringen
    - 6. Sarah Benczik (supporting Strategic Planning only)
  - ii. Governance, Karen Anderson, Chair
    - 1. Sarah Benczik
    - 2. Barry Gilman
    - 3. Rick Rand
    - 4. David Thomason
  - iii. Finance, Rosemary Bognar Pinney, Chair
    - 1. Karen Anderson
    - 2. Barry Gilman
    - 3. Nina Schwenk
    - 4. Johnny Wells
    - 5. Max Kringen
  - iv. Management, Rick Rand, Chair
    - 1. Sarah Benczik
    - 2. Kris Beisel
    - 3. Louise Liddle
    - 4. David Thomason
  - v. International Growth: Barry Gilman, liaison to Strategic Planning

**Board Members**

Present

Pamela Schroeder  
Johnny Wells  
Karen Anderson  
Sarah Benczik  
Barry Gilman  
Louise Liddle  
Rick Rand  
David Thomason  
Kris Beisel  
Charles R. Cadle

Absent

Rosemary Bognar Pinney  
Nina Schwenk  
Max Kringen (partial)



- vi. Small Affiliate Growth: David Thomason, liaison to Strategic Planning
  - vii. Chuck Cadle, CEO, Pamela Schroeder, Chair, and Johnny Wells, Vice Chair, are ex-officio members of all Committees.
- II. Strategic Planning - Review of strategic goals and goal intention
  - III. Executive Session
  - IV. HR Discussion (led by Maureen Donovan)
  - V. Strategic Planning - Discussion of action items and initiatives / focus areas for goals

**Friday, October 18, 2013**

- VI. Strategic Planning - Discussion of action items and initiatives / focus areas for goals
- VII. Committee Meetings

**Saturday, October 19, 2013**

- VIII. CEO Report (provided by Cadle, approved)
- IX. Committee Reports (approved)
  - a. Management Committee (provided by Rand)
    - i. Updated CEO Evaluation – approach, process, criteria before Board for vote in November
  - b. Finance Committee (provided by Schroeder)
    - i. Committee to review document retention policy
    - ii. Annual Audit will be conducted the first of November
    - iii. The compliance officer is the Board Vice Chair
  - c. Development Committee (provided by Liddle)
    - i. Finishing Strategic Plan
    - ii. Next focus is fund raising



- d. Governance Committee (provided by Anderson)
  - i. Developing policy for limitations for serving as a Team Manager based on other DI roles (ICMs, Board Members, ADs, Dissectors)
  - ii. Board Survey – five goals for the year from each individual
  - iii. Reviewed policy for Board meeting Trustee attendance
  - iv. Updating conflict of interest in Bylaws

X. Old Business

- a. Review of Committees' annual agendas / calendars
- b. Review of Board election process for May –interviews at Global Finals; election to be held in May before the Public Board Meeting

XI. New Business

- a. Board Officer Roles and Responsibilities – to be captured in policy by Governance Committee
- b. Discussion of Board training needs
- c. Approval of fiscal year calendar (moved by Anderson and Wells, approved)
  - i. Oct. 17-19 - Face to Face, Cherry Hill, NJ
  - ii. Nov. 20 Teleconference
  - iii. Dec. 19 Teleconference
  - iv. Jan. 23-25 Face to Face, Cherry Hill, NJ
  - v. Jan. 25-28 QRP, Cherry Hill, NJ
  - vi. Feb. 26 Teleconference
  - vii. March 26 Teleconference
  - viii. April 23 Teleconference
  - ix. May 7 Teleconference
  - x. May 25 Global Finals public meeting, Knoxville, TN
  - xi. June 25 Teleconference
  - xii. July 22-24 Face to Face, Dallas, TX
  - xiii. July 25-26 Ignite Conference, Dallas TX
- d. Discussion of DI logo
- e. Discussion of Global Finals – follow up from 2013 lessons learned
- f. Volunteer recognition – ad hoc committee formed to review Volunteer treatment, recognition, and support. Members:



- i. Karen
- ii. Johnny
- iii. David
- iv. Pam
- v. Jennifer
- vi. Sarah

g. University Level – approach to be updated

h. Trip to China (Board and Affiliate Participation)

i. Kris Beisel’s Board Membership (moved by Anderson and Thomason, approved)

i. Motion: “Effective November 19, 2013, Kris Beisel will resign her seat on the Board as the DIAD President, and be seated as a member of the Board until October 2014. The seat created by this action is a temporary, provisional seat, created due to Kris’s resignation as AD and the Board’s expectation of her continued support of upcoming Board activities, including a fundraising campaign and involvement in developing the Strategic Plan.”

j. Fundraising

k. Strategic Partnerships

l. Instant Challenge succession planning

XII. Executive Session (2:20PM EST)

XIII. Adjourned at 4PM EST