



1111 South Union Avenue
Cherry Hill, NJ, 08002

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DestinationImagination.org

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F: 856.881.3596

**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
November 15, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Alumni Council update
- III. Interim CEO update
- IV. Global Finals update
- V. Grant updates
- VI. Committee Reports
 - a. Finance
 - b. Governance
 - c. Nominations and Selections

Meeting adjourned 10:05 PM

Board Members

Present

**Pamela Schroeder
Rick Rand
Karen Anderson
Sue Shanks
David Thomason
Max Kringen
Sarah Benczik
Rosemary Bognar-Pinney
Will Roach
Carmine Liuzzi
Simon Dodd
Jon Mark Howeth
Janese Evans
Nina Schwenk
Jennifer Batchelor
(Recording Secretary &
Liaison)**

Not Present

**Louise Liddle
Jose Luna**



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
October 27 and 28, 2017**

- I. Call to Order at 8:15 AM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Board Compliance documents signed
- III. Global Finals 2018 goals
 - a. Housing
 - b. Team complements
 - c. University Level teams
- IV. Leadership team updates
 - a. Growth and Impact
 - b. Marketing
 - c. Art
 - d. IT
 - e. Chief of Staff
- V. Interim CEO Search updates
- VI. Alumni Council engagement and goals
- VII. Committee Reports
 - a. Finance
 - b. Nominations
 - c. Audit
 - d. Development
- VIII. Team Pack sales and process
- IX. Board norms
- X. Air Force Academy Study
- XI. Policy manual update

Board Members
<u>Present</u>
Pamela Schroeder
Rick Rand
Karen Anderson
Sue Shanks
David Thomason
Max Kringen
Sarah Benczik
Jose Luna
Rosemary Bognar-Pinney
Steve Kantor
Will Roach
Carmine Liuzzi
Simon Dodd
Jon Mark Howeth
Janese Evans
Jennifer Batchelor (Recording Secretary & Liaison)
<u>Not Present</u>
Louise Liddle
Nina Schwenk

D.7. SIGNING AUTHORITY

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

2. In accordance with the policies of the organization, the CEO, Controller, Managing Director of Internal Operations, or, in their absence, the Chair, Vice Chair, and Treasurer of the Board will act as signing officers for banking purposes and for entering into contracts with third parties. Contracts in excess of \$25,000 require two authorized signatures, one of which must be the Chief Executive Officer or, in his or her absence, the Chair or Vice Chair of the Board.

3. Check and Transfers Signing Authority:

- a. Designated members of the senior management team, the Chief Executive Officer, Controller, Managing Director of Internal Operations, and or, in their absence, the Chair, Vice Chair and Treasurer of the Board are authorized to sign checks.
- b. b. Checks and Transfers to third parties up to \$10,000 require one signature.
- c. c. Checks and Transfers to third parties over \$10,000 and up to \$25,000 require two signatures.
- d. . Checks and Transfers to third parties over \$25,000 require two signatures, one of which must be the Chief Executive Officer or, in his or her absence, the Chair, Vice Chair and Treasurer of the Board.

4. Documents from International Affiliates, who have entities separate from Destination Imagination Inc. in New Jersey and require annual authority to operate, must be signed by the CEO, Controller and Chair of the Board as authorized representatives of DI Inc.

5. All wire transfers must be approved by CEO with accompanying signature and via direct telephone confirmation by CEO or in the absence of the CEO, the Chair of the Board of Trustees. Additionally, a telephone confirmation must be made with the party requesting the wire transfer. An email from someone requesting the wire is not sufficient. The DI office wire transfer form (copy in vital documents) must accompany any wire transfer request. The form includes areas for confirming that both of the required telephone conversations have taken place.

6. All expensed reimbursements should agree with the following guidelines;

- a. Up to \$5,000, Department Heads may approve expense reimbursements for their staff;
- b. b. \$5,000 to \$10,000 expense reimbursements must be approved by the Controller or Managing Director of Internal Operations;
- c. c. \$10,000 and above, expense reimbursements, must be approved by the CEO, or in his or her absence the Chair or Vice Chair of the Board of Trustees.
 - a. Motion passes

XII. Projects

- a. Classroom Edition
- b. Internet of Things
- c. Staff survey

XIII. New committee development opportunities


XIV. Policy Manual Update

To allow for adequate preparation and informed the decision-making, the Board will adopt the following practices and procedures.


Meeting Preparation and Management

1. Meeting notes will be sent to all Board members within 3 business days of the close of the meeting. All Board members will review. Updates and other amendments to the notes will be accepted during the following Board meeting.



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2. Meeting Agendas and the prior meetings' action items will be sent to all Board members at least 5 business days in advance of the Board meeting.
3. Materials for Board meetings, including documents like Committee Reports and motions for consideration, will be sent to all Board members at least 5 business days in advance of the Board meeting.
4. Reminders to prepare and provide materials for upcoming Board meetings will be sent to Committee Chairs and others who have agenda items at least 10 days in advance of the Board meeting.

Calendar Management

5. If other than the time set during the annual meeting schedule process, meeting dates and start times will be sent to the Board at least one month in advance but as soon as final dates and times are known.
6. Travel instructions and information will be set at least one month in advance of Board events requiring travel
7. At the beginning of the fiscal year, an Outlook calendar invite will be sent to the entire Board for each Board meeting for the year. The invite will include the dial-in information as well as the standing agenda items.
8. The Board will maintain an annual calendar including actions, topics, and planned activities for each Board meeting. This will be maintained on a continual basis and open to Board members to suggest additional meeting agenda items. Meeting agendas will be approved and finalized at the beginning of each meeting.

Board Management

9. The Board will select and begin using not later than December 31, 2017 a collaboration platform for document sharing, collaboration, committee management, and action item tracking.
10. The Board will further define the role of the Board Liaison before December 31, 2017. The Board Liaison will be responsible for sending meeting Agendas (as posted on the collaboration space), meeting material(s) reminders, tracking action items, etc.
11. The Board will track action items during each meeting. These will be read at the end of each meeting and included with the materials sent at least 5 days in advance of the next Board meeting. Each action item will also include an owner and a timeline.
12. The Board will maintain and update monthly the list of Board Committees, Chairs, and Members.
13. The Board will maintain a living document that tracks all Board motions, inclusive of the motion, date, and subject matter in addition to the language of the motion itself.
 - a. Motion passes

Meeting adjourned 4:15 PM



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Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
July 19, 2017

- I. Call to Order at 8:15 AM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Executive Session
- III. Motion:
 - a. We have passed the Resolution unanimously to terminate our contract and relationship with the CEO
 - b. Authorize the Chair to implement the terms of the succession plan
 - c. The succession Plan should be approved and the Board directed to take notes on its efficacy before our next policy review
 - d. Transitional signatories will be added to bank documents, Louise Liddle as Vice Chair, per policy. Eric will be removed as a signatory.
 - i. Motion passes
- IV. Global Finals feedback review
- V. Ignite updates
- VI. Motion:
- VII. Finance motion: proposed policy change:

Board Members

Present

Pamela Schroeder
Rick Rand
Karen Anderson
Louise Liddle
Sue Shanks
David Thomason
Max Kringen
Sarah Benczik
Nina Schwenk
Jose Luna
Rosemary Bognar-Pinney
Steve Kantor
Will Roach
Eric Wolff (liaison)
Jennifer Batchelor
(Recording Secretary)

Not Present

Carmine Liuzzi

a. D.6. Controller

b. #2

- c. Preparing accurate and meaningful financial reports- comprehensible, concise, all inclusive, timely
- d. and with a focal point for comparison of budget vs. amount spent, cash flow, etc
- e. Financial statements shall be provided monthly to the Finance Committee at least 2-3 days and
- f. preferably one (1) week before the monthly Finance Committee meeting. Financial statements
- g. should include the Statement of Financial Position, the Statement of Activities
- h. the Statement of Cash Flows (within the Financial
- i. Statement power point), as well as a Management Discussion and Analysis, which identifies and
- j. explains any significant variances between actual and budgeted revenues and expenses.



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- k. Additionally, the Controller should attend the Finance Committee's monthly meeting and review
- l. the financials with the Committee.

- m. Monthly financial statements shall be provided to the Finance Committee, including a
- n. Management Discussion and Analysis.

- o. The Chair of Finance Committee shall forward the Quarterly statements to the entire board.
 - i. Motion passes

VIII. Motion:

- a. (7a,iv). Add" the only signatories should be the following: board chair, vice chair, treasurer, controller, Managing Director of Administrative and Human Resource Operations. Eric Wolff will be removed as a signatory.
 - i. Motion passes

IX. Executive Session

X. Motion:

- a. Motion that we keep the current officers in their official officer role until we have a new CEO, that we invite our newly elected board members to join as voting board members beginning august 1, with their full term still ending September 30, and that David Thomason's resignation be deferred until the selection of the permanent CEO.
 - i. Motion passes

Meeting adjourned



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
June 28, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. CEO Report
 - a. Staff changes and updates
 - b. Business and strategic plan goals and updates
- III. Trustee Renewal Process
 - a. Motion: Accept trustee and renewal process as amended

Trustee Review and Renewal Process

Released June 19, 2017

- 1.0 Purpose:** Trustees selected to the Destination Imagination Board of Trustees are selected to serve a possible two (02) terms not to exceed a limit of eight (08) years. After the first four year term, each Trustee must be reviewed for renewal before the second and final four year term is awarded. This process establishes the requirements of this process.
- 2.0** ALL communication involving Trustee performance and/or renewal is COMMITTEE LIMITED INFORMATION and may NOT be disclosed outside the committee, except in executive session of the full Board of Trustees.
- 3.0 Limits:** This process is limited for use in evaluating and renewing the terms of Trustees currently seated on the Board of Trustees. Trustees seated by privilege of election by DIAD to serve as President or Vice President of DIAD, or general members elected by DIAD, are exempt from this process and will follow DIADs election process.
- 4.0 Timing:** If terms on the Board dictate that an open selection process be conducted, this evaluation MUST be conducted before that process begins. If Trustees time out, requiring a new selection process, the review of current Trustees open for a second term must be complete BEFORE initiating a new selection process.
- 5.0 Process:** Following are the steps in evaluating and making a determination for a second term:
- A) In a closed meeting of the Selection Committee, the candidate up for renewal shall be reviewed in light of the following:
 - 1) The DI Volunteer Code of Conduct

Board Members


Present

**Pamela Schroeder
Rick Rand
Karen Anderson
Louise Liddle
Sue Shanks
David Thomason
Max Kringen
Sarah Benczik
Nina Schwenk
Carmine Liuzzi
Jose Luna
Rosemary Bognar-Pinney
Will Roach
Chuck Cadle
Eric Wolff (liaison)
Jennifer Batchelor
(Recording Secretary)**


Not Present

Steve Kantor



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2) DI Policy Section B.11 Board Member Roles and Responsibilities

3) Committee Performance

After that discussion, the committee will vote either to recommend to the Board that the Trustee be renewed for a second and final four years or proceed with part “B” below. The recommendation by the committee must be passed by a majority vote of the whole Board to take effect.

B) If the committee has significant concerns with a Trustee’s lack of performance, it may choose to have a discussion with the Trustee. Depending on the circumstances, the meeting may be conducted with the full committee or be limited to the Selection Committee Chair and the Chair of the Board. The results of the meeting will be discussed with the committee and a vote taken. If successful, a recommendation to renew is sent forward. If the committee votes not to renew, the Trustee in question is given the right to resign at the end of the current term, or to go through the full selection process again. If successful in running for re-election, the Trustee earns the final four years.

6.0 In all cases the Selection Committee will present the entire Board with a full report and disclosure before a vote on the committee’s recommendation.

i.

b. Motion passes

IV. Executive Session 9:15 PM ET



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
May 28, 2017**

- I. Call to Order at 9:00 AM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Global Finals recap
 - a. Volunteer Recognition Dinner
 - b. Welcome Ceremony
 - c. Team Registration
 - d. Tournament
 - e. Special Events
 - f. Affiliate housing
 - g. Closing Celebration
 - h. Challenge sites
- III. Ignite
 - a. Briefly discussed agenda
- IV. Strategic plan
 - a. Process being formalized
- V. Selection committee
 - a. Process being formalized
- VI. Governance changes
 - a. Upcoming vote
- VII. Executive review
 - a. Business plan presented in July
 - b. Budget vote in October
 - c. Kaizen plan update
 - d. Seccession plan for CEO
- VIII. Executive Session 10:30 AM ET

Board Members

Present

Pamela Schroeder

Rick Rand

Karen Anderson

Louise Liddle

Sue Shanks

David Thomason

Max Kringen

Sarah Benczik

Nina Schwenk

Carmine Liuzzi

Jose Luna

Eric Wolff (liaison)

Jennifer Batchelor

(Recording Secretary)

Not Present

Steve Kantor

Rosemary Bognar-Pinney

Will Roach

Chuck Cadle



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
May 10, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Global Finals planning and logistics
- III. Adjourn

Board Members

Present

**Pamela Schroeder
Rosemary Bognar-Pinney
Rick Rand
Will Roach
Karen Anderson
Louise Liddle
Chuck Cadle
Sue Shanks
David Thomason
Max Kringen
Steve Kantor
Nina Schwenk
Carmine Liuzzi
Jose Luna
Eric Wolff (liaison)
Jennifer Batchelor
(Recording Secretary)
Stephan Turnipseed (guest)
Paige Curtis (guest)
Taylor Reber (guest)**

Not Present

Sarah Benczik



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
April 26, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Staff transitions
- III. Committee reports
 - a. Selections and Nomination
 - i. The board approves of the selection and appointment of the following individuals as trustees of DII.
 - ii. John Mark Howeth 4 years beg 10/1
 - iii. Simon Dodd 4 years beg 10/1
 - iv. Jose Luna 2 years beginning immediately
 - v. Janese Evans 2 years beginning 10/1
 - 1. Motion passes
 - b. Finance Committee
 - c. Development Committee
- IV. Global Finals 2017
 - a. Board duties
 - b. Awards
 - c. Graduate of the Year
 - d. Team Registration changes
- V. Adjourn

Board Members

Present

Pamela Schroeder
Rosemary Bognar-Pinney
Rick Rand
Will Roach
Karen Anderson
Louise Liddle
Chuck Cadle
Sue Shanks
David Thomason
Max Kringen
Steve Kantor
Sarah Benczik
Carmine Liuzzi
Eric Wolff (liaison)
Jennifer Batchelor
(Recording Secretary)
Stephan Turnipseed (guest)

Not Present

Nina Schwenk



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
April 26, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Global Finals planning and logistics
- III. Adjourn

Board Members

Present

**Pamela Schroeder
Rosemary Bognar-Pinney
Rick Rand
Will Roach
Karen Anderson
Louise Liddle
Chuck Cadle
Sue Shanks
David Thomason
Max Kringen
Steve Kantor
Nina Schwenk
Carmine Liuzzi
Jose Luna
Eric Wolff (liaison)
Jennifer Batchelor
(Recording Secretary)
Stephan Turnipseed (guest)
Paige Curtis (guest)
Taylor Reber (guest)**

Not Present

Sarah Benczik



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
March 22, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Board structure
 - a. Executive Committee
 - b. International Advisory Committee
- III. Global Finals board meeting
 - a. Topics to discuss
- IV. Ignite
 - a. Board attendance and engagement
- V. Adjourn

Board Members

Present

Pamela Schroeder
Rosemary Bognar-Pinney
Rick Rand
Will Roach
Karen Anderson
Louise Liddle
Chuck Cadle
Sue Shanks
David Thomason
Nina Schwenk
Max Krigen
Steve Kantor
Eric Wolff (liaison)

Not Present

Sarah Benczik
Carmine Liuzzi
Steven Paine
Jennifer Batchelor (Recording Secretary)



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
April 26, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approved
 - c. Previous Minutes approved
- II. Staff transitions
- III. Committee reports
 - a. Selections and Nomination
 - i. The board approves of the selection and appointment of the following individuals as trustees of DII.
 - ii. John Mark Howeth 4 years beg 10/1
 - iii. Simon Dodd 4 years beg 10/1
 - iv. Jose Luna 2 years beginning immediately
 - v. Janese Evans 2 years beginning 10/1
 - 1. Motion passes
 - b. Finance Committee
 - c. Development Committee
- IV. Global Finals 2017
 - a. Board duties
 - b. Awards
 - c. Graduate of the Year
 - d. Team Registration changes
- V. Adjourn

Board Members

Present

Pamela Schroeder
Rosemary Bognar-Pinney
Rick Rand
Will Roach
Karen Anderson
Louise Liddle
Chuck Cadle
Sue Shanks
David Thomason
Max Kringen
Steve Kantor
Sarah Benczik
Carmine Liuzzi
Eric Wolff (liaison)
Jennifer Batchelor
(Recording Secretary)
Stephan Turnipseed (guest)

Not Present

Nina Schwenk



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
February 22, 2017**

- I. Call to Order at 8:30 PM ET
 - a. Roll Call
 - b. Agenda approval
 - c. Previous Minutes approval
 - d. Motion: Will Roach to become a member of the Executive council.
 - e. Motion passes.
- II. CEO Report
 - a. Poland visit
 - i. Future Cities
 - ii. Exxon
 - iii. Embassy connections
 - b. Domestic support
 - i. Help them find and obtain sponsors and support
 - ii. Development committee will help
- III. Committee Reports
 - a. Finance
 - b. Nominations
 - i. Motion: The Selection Committee shall begin the process of selecting four (04) candidates per the procedure previously approved by the Board of Trustees. Every candidate should be passionate for Destination Imagination and have strong leadership skills. The Board will actively seek skills sets consisting of International/Diversity, Engineering/Tech, Creative Problem Solving Expertise, Fund Raising, Accounting and Strategy/Organization Skills. The goal is to complete the process in time to introduce the new Trustees at GF2017.
 - ii. Motion passes.
 - c. Committee reports accepted
- IV. New Business
 - a. Global Finals
 - i. Volunteer Recognition
 - ii. Closed board meeting
- V. Old Business
 - a. Ignite
 - b. Staff acknowledgements
- VI. Adjourn 9:45 PM

Board Members
<u>Present</u>
Pamela Schroeder
Rosemary Bognar-Pinney
Rick Rand
Sarah Benczik
Will Roach
Karen Anderson
Louise Liddle
Chuck Cadle
Sue Shanks
David Thomason
Nina Schwenk
Jennifer Batchelor (Recording Secretary)
<u>Not Present</u>
Steven Paine
Max Kringen
Carmine Liuzzi
Steve Kantor
Eric Wolff (liaison)



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**Destination Imagination, Inc.
Board of Trustees Discussion and Decisions
January 28, 2017**

- I. Call to Order at 12:00 PM ET
 - a. Roll Call
 - b. Agenda approval
 - c. Previous Minutes approval
- II. CEO Report
 - a. Sponsor updates
 - b. Leadership team updates
 - i. Stephan Turnipseed
 - ii. Eric Wolff
 - iii. Mike Flachbart
- III. QRP is finished and went well
- IV. Volunteer Recognition strategy
- V. Territory Managers are in contact with ADs
 - a. Northeast
 - b. Midwest
 - c. United Kingdom
- VI. Audit
 - a. Report accepted
- VII. Coding Challenge
 - a. In discussions with potential sponsor
- VIII. Global Finals 2017
 - a. Pricing
 - b. Programming
 - c. Events
 - d. Agenda
- IX. Team Number Purchase pricing
 - a. Motion passed for \$105.00 fixed rate for 3 years, all team numbers including Rising Stars
- X. International support
 - a. Training for new Affiliates
 - b. Training and support for score room
- XI. Ignite
- XII. Executive Session 3:00 PM

Board Members
<u>Present</u>
Carmine Liuzzi
Pamela Schroeder
Rosemary Bognar-Pinney
Rick Rand
Sarah Benczik
Will Roach
Karen Anderson
Max Krings
Steve Kantor
Louise Liddle
Chuck Cadle
Sue Shanks
David Thomason
Eric Wolff (liaison)
Stephan Turnipseed (guest)
Mike Flachbart (guest)
Renee Rainville (guest)
Jennifer Batchelor
(Recording Secretary)
<u>Not Present</u>
Steven Paine
Nina Schwenk