

## Board meeting synopsis – discussions, decisions and action items

January 26, 2018

1. Welcome Michele Tuck-Ponder
2. Interim CEO update and discussion
  - a. DI should assess what our return on investment is with our partnership with P21
  - b. Developing ways to engage IAC
  - c. Will attend small, medium, and large Affiliate tournaments
  - d. Reexamining strategic plan and working through transition in finance department
  - e. Need to increase and diversify revenue streams, and review current sponsors/partners
  - f. Meeting with Lindenberger group to find out why deliverables have not been delivered
  - g. Obtaining an RFP and looking at a variety of locations for future GF events
  - h. Interim CEO should have communications session with DIAD
  - i. Future business plans should include metrics
  - j. DI's confusion is where the organization is going. What is our focus? Need buy in from ADs and staff
  - k. Need to move forward in restructuring the strategic plan, and review mission and vision to see if it still applies
  - l. Need to discuss with Educational Experiences, as they are planning to make it an online activity this year.
3. Audit update- documents attached
4. Audit committee meeting
5. Staff management update- documents attached
  - a. Kate Grimes
  - b. Andrew Whitmire
  - c. Johnny Wells
  - d. Taylor Reber
  - e. Kevin McDonough
  - f. Paige Curtis
6. Executive search update
  - a. Helene Blieberg
  - b. Sarah- the search committee guiding principles are transparency, efficiency, standards, and professionalism.
  - c. Louise- big focus is communicating to Board with updates regularly
  - d. Helene leads meeting on CEO search, quality and experience preferences discussed.
7. Committee discussions
  - a. Committee changes:
  - b. Development and Corporate Relationships
    - i. Nina Schwenk, Chair
    - ii. Rosemary Bognar Pinney
    - iii. Max Kringen
    - iv. Will Roach
    - v. Jon Mark Howeth
  - c. Secretary/ Governance
    - i. Karen Anderson, Chair

- ii. Rick Rand
    - iii. David Thomason
    - iv. Simon Dodd
    - v. Sue Shanks
    - vi. Jose Luna
  - d. Finance
    - i. Rosemary Bognar Pinney, Chair
    - ii. Will Roach, Co-Chair
    - iii. Nina Schwenk
    - iv. Sue Shanks
    - v. Carmine Liuzzi
  - e. Management
    - i. Max Kringen, Chair
    - ii. Carmine Liuzzi
    - iii. Sarah Benczik
    - iv. Rick Rand
    - v. Karen Anderson
    - vi. Janese Evans
    - vii. Dan Smith
  - f. Audit Committee
    - i. Carmine Liuzzi, Chair
    - ii. Rosemary Bognar Pinney
    - iii. Karen Anderson
    - iv. Will Roach
  - g. IP and Technology
    - i. Simon Dodd, Chair
    - ii. Will Roach
    - iii. Dan Smith
  - h. Strategy Committee
    - i. Janese Evans, Chair
    - ii. Dan Smith, Co-Chair
    - iii. Carmine Liuzzi
    - iv. Rosemary Bognar Pinney
  - i. AD HOC Search Committee
    - i. Sarah Benczik, Chair
    - ii. Janese Evans
    - iii. Max Kringen
    - iv. Simon Dodd
    - v. Pamela Schroeder
    - vi. Louise Liddle
- 8. Committee reports
  - a. Management and Development committee

- i. On hold. IAC charter needs to be made more clear, and should be documented and added to vital documents. Michele will look at other models for advisory boards, and will talk with Steve and Nina.
  - b. Finance committee
    - i. Report attached
  - c. Audit committee
    - i. Michele will contact Lou at Eisner Amper. Board accepted the Audit committee report
  - d. Governance committee
    - i. Senior Fellow and Emeritus policy are tabled. More discussion around the responsibilities and direction of the roles is necessary.
  - e. Search committee
    - i. Committee will explore CCAT. Want to post position late April and have rolling application process. Helene will scan candidates and search committee will do round 1 and round 2 interviews. Risks are the timing of the search process and Global Finals.
    - ii. Any board member with intent to apply for CEO position must take a leave of absence from the board effective prior to the next meeting. Meet with Pamela to discuss.
  - f. Committee reports accepted
- 9. Other Discussion
  - a. Insurance and background checks
    - i. Task force is necessary.
      - 1. Motion: establish a task force to move forward on the issue of insurance within the affiliates and background check information. That task force should send recommendations to the board no later than a week before the February board meeting. The task force should include our interim CEO, Chair of DIAD, and a few ADs that represent small, medium, and large Affiliates.
      - 2. Motion passes
    - ii. Carmine will lead the committee with the help of Steve Kantor. Sue volunteered to help.
- 10. Ignite
- 11. Global Finals
  - a. Complements system needs to be reviewed and fixed
  - b. Need signed contract by 1/31/18
  - c. Talking with Visit Knoxville next week to see what services they can offer
  - d. BoT schedule should be developed to make sure everyone's needs are met.
  - e. VIPs- Michele will reach out to Boys & Girls Clubs, GE, and NPTA
  - f. Jose will contact Paige and Wendy about his relationship with NASA
  - g. Paige is working closely with Kate Strauss on RFP
- 12. Senior project
  - a. Karen's son is doing quantitative research on teaching creativity to seniors. He will present at American Engineering Educators Association in June. Once it's finished we can announce everything on the website.
- 13. Discussion around inviting original board and founders of DI to the 20<sup>th</sup> GF
  - a. Not in our budget, so they'd have to pay
  - b. Or do we send them a letter and some pins
  - c. Discussion tabled
- 14. Executive session
- 15. Adjourn 3:30 PM



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**Destination Imagination, Inc.  
Board of Trustees Discussion and Decisions  
February 21, 2018**

- I. Call to Order at 8:30 PM ET 1/26/18
  - a. Roll Call
  - b. Agenda approved
- II. Interim CEO Update
  - a. Office updates
  - b. Global Finals 2018
  - c. Ignite
- III. Committee reports
  - a. Finance
  - b. Governance
    - i. Article 3, Section 1.D.3 in the bylaws updated to:  
"Trustees may serve a maximum of two consecutive terms or eight consecutive years. Exception allowed for a person elected to the Vice Chair/Chair/Emeritus position to complete the cycle of the office."  
Motion passes
  - c. Insurance task force
  - d. Strategy committee
  - e. Search committee
  - f. Technology and IT committee
  - g. Management committee

**Board Members**

**Present**

**Pamela Schroeder  
Rick Rand  
Karen Anderson  
Sue Shanks  
Rosemary Bognar-Pinney  
Will Roach  
Max Kringen  
Nina Schwenk  
David Thomason  
Simon Dodd  
Janese Evans  
Louise Liddle  
Sarah Benczik  
Jose Luna  
Jennifer Batchelor  
(Recording Secretary &  
Liaison)**

**Not Present**

**Jon Mark Howeth  
Carmine Liuzzi  
Michele Tuck-Ponder  
(Interim CEO)**