USAFA Association of Graduates —
Board of Directors | Governance Policies
Board Members Code of Conduct

The purpose of the Board Members Code of Conduct is to build a common understanding of the behaviors and attitudes the Board demands and those it considers unacceptable. A disciplined Code of Conduct ensures the openness and accountability essential to an effective Board, while enhancing the reputation of and confidence in the Board among the membership it serves.

The Code of Conduct provides clarity for the Board of Directors and the general membership about the standards expected of all Board Members in accomplishing their duties. Every Board Member is expected to measure up to these standards throughout their service. The Board commits itself corporately and its Members individually to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. This Code applies equally to all Members regardless of the process by which they took office, the constituency they represent, or any external affiliations they may hold. Enforcement is the shared responsibility of the full Board, with procedures specified in Section (f) below.

a. Decorum

Board Members commit to a standard of decorum with an emphasis on proper order, etiquette, and conduct. Proper decorum creates an atmosphere appropriately formal to encourage order and preparation, focuses discussion on issues rather than personalities, and enables effective deliberation. Board Members must:

1. Confine remarks in Board and committee meetings to the question under debate, avoiding personal attacks, negative commentary, and demeaning characterizations of any individual.
2. Address themselves solely and directly to the Chair and not engage in cross-dialogue with other Members, observers, or media.
3. The intent of this Code is to govern conduct, not to impose formal parliamentary distance inconsistent with the AOGs culture.
4. Avoid characterizing another Member's personal intent or motives, and refrain from impugning the character of fellow Members, staff, or the membership.
5. Refrain from speaking or writing disrespectfully of any speaker, Member, staff member, or person.
6. Ensure that references to the official conduct or voting record of other Members are relevant, accurate, respectful, and professional.
7. Refrain from using profane or vulgar language.
8. Avoid physical or verbal disruptions when a Member, Director, staff member, or guest has the floor.

9. Ensure that all materials distributed to the Board or committees meet the same standards of propriety expected of spoken words, and that such materials identify the authorizing Member.
10. Dress in accordance with the dress code specified on the meeting agenda.
11. Follow and respect the legitimate orders of the Presiding Officer.

b. Honorable Service and Core Values

Board Members commit to serve honorably and as living examples of Air Force core values: Integrity First, Service Before Self, and Excellence in All We Do. Board Members must represent undivided loyalty to the interests of the entire membership of the Association of Graduates. This fiduciary accountability supersedes any conflicting loyalty to external advocacy or interest groups, and the personal interest of any Board Member acting as a consumer of AOG services. Board Members are to scrupulously avoid conduct or actions tending to injure the good name of USAFA, the AOG, the Board and staff, disturb their well-being, or hamper them in their work.

Governance Note: Colorado nonprofit law (C.R.S. § 7-128-401) imposes a statutory duty of loyalty on all directors. This provision reinforces that duty. Consistent with Colorado law, Directors are not required to sever external affiliations, but external affiliations may not take precedence over their conduct and duty of loyalty as Directors.

c. Duty of Care and Good Faith

Board Members are accountable for discharging their duties honestly and in good faith. Board Members shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. This includes:

1. Attending Board and committee meetings consistently and arriving prepared.
2. Reviewing materials distributed in advance of meetings.
3. Asking questions and seeking clarification before voting on matters not fully understood.
4. Participating in good faith in deliberation, including minority viewpoints being heard and considered.

d. Conflict of Interest

Board Members must avoid conflicts of interest with respect to their fiduciary responsibility.

Accordingly:

1. There must be no self-dealing or any conduct of private business or personal services between any Board Member and the AOG except as procedurally controlled to assure openness, competitive opportunity, and equal access to information.
2. When the Board is to decide upon an issue about which a Member has an unavoidable conflict of interest, that Member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

3. Board Members must not use their positions to obtain staff employment for themselves, family members, or close associates. Should a Board Member seek staff employment, she or he must first resign from the Board.
4. Board Members will annually disclose in writing their involvements with other organizations, vendors, or associations that might produce a conflict of interest. Such disclosures shall be maintained by the Secretary and available to the full Board.

e. Individual Authority and CEO Relations

The Board of Directors governs as a body, not as individual members. Board Members may not attempt to exercise individual authority over the AOG, its staff, or its CEO. Accordingly:

1. Board Members interactions with the CEO or staff must recognize that authority over staff operations is vested in the CEO, not in individual Directors, except where the full Board has explicitly delegated otherwise.
2. Board Members communications with the public, media, or external entities must acknowledge that no individual Member may speak for the CEO or for the Board, except to accurately convey explicitly stated Board decisions.
3. Individual Members may not take unilateral action based on personal judgments of CEO or staff performance. However, any Member who has concerns regarding CEO performance retains the right and responsibility to raise such concerns through the Chair or in properly convened executive session. The Board, acting collectively, is the appropriate body to evaluate CEO performance and take any resulting action.

Governance Note: The original draft contained language that would have prohibited Directors from giving voice to individual judgments of CEO or staff performance. This revision preserves appropriate board oversight: individual Directors may not act unilaterally but must be able to raise concerns through proper channels. Silencing individual Directors from raising legitimate oversight concerns in executive session would be inconsistent with nonprofit best practices and the Boards fiduciary duties under Colorado law.

f. Enforcement

This Code of Conduct applies equally to all Board Members regardless of affiliation, election method, or tenure. Consistent with the 2005 Blue Ribbon Councils assignment of ethics oversight to the Governance Committee, the following procedures govern alleged violations:

1. Any Director or the CEO may bring an alleged Code of Conduct violation to the attention of the Chair. If the allegation concerns the Chair, it shall be brought to the Vice Chair. If the allegation concerns the Vice Chair (who chairs the Governance Committee), the Chair shall designate another Director to fulfill the Governance Committee review role.
2. The Chair (or Vice Chair, as applicable) shall notify the Director whose conduct is at issue and provide an opportunity to respond in writing within ten (10) business days.

3. The matter shall be referred to the Governance Committee (excluding any member who is the subject of the allegation), consistent with the Governance Committees charter responsibility for ethics issues and conflicts of interest as established by the 2005 Blue Ribbon Council. The Governance Committee shall review the matter and report its findings and any recommended action to the full Board within thirty (30) days.
4. The full Board shall consider the Governance Committees findings in executive session. Any formal punitive action such as removal of committee assignments, removal from the Board of any appointed Member, removal from office, or recommendation for recall of an elected Member — requires a two-thirds (2/3) vote of Directors present and voting, a quorum being present.
5. In lieu of formal punitive action, the Board may by a majority of Members present and voting, issue a censure as a recorded expression of the Board's disapproval of a Member's conduct. A censure is considered corrective and not punitive.
6. The Member whose conduct is at issue shall have the right to be heard by the full Board before any sanction vote is taken.
7. Enforcement proceedings shall be conducted with impartiality and confidentiality to the extent consistent with the Boards obligations to the membership.

g. Transparency and Graduate Accountability

The Board recognizes its obligation to serve the full membership of the AOG. In furtherance of that obligation:

1. Board Members may speak or write as individual graduates on matters of public concern without Board authorization, provided that: (a) they make clear they are not speaking on behalf of the Board or the AOG; (b) the communication does not contradict an official AOG position or undermine official AOG communications; (c) the communication does not disclose non-public board information or characterize internal board deliberations; and (d) the communication does not publicly criticize or impugn the conduct of AOG staff or fellow Directors in connection with their AOG roles. See also Board Policy 4.7 (Director Public Communications and Social Media Policy) for detailed guidance on the application of these conditions.
2. Board meeting minutes, other than those of executive sessions, shall be made available to the membership in a timely manner consistent with the Bylaws.
3. The Board shall ensure that the membership is informed of significant governance decisions in a manner that promotes understanding of and confidence in the Boards deliberative process.

h. Collective Decisions and the One-Voice Principle

The Board governs and speaks as a collective body. Once the Board has voted on a matter and a decision is duly adopted, that decision represents the position of the Board as a whole. All Directors are expected to support the Boards decision in public communications, regardless of how they individually voted. Accordingly:

1. A Board Member who disagrees with a Board decision retains the right to: (a) advocate for reconsideration through proper Board channels; (b) note their dissent

in the minutes; (c) abstain or vote against related future motions; and (d) raise concerns with the Chair in executive session. These are the appropriate channels for dissent.
2. A Board Member must not use public forums, media interviews, social media, or other external communications to campaign against a duly adopted Board decision, characterize a Board decision as illegitimate, misrepresent the Board's deliberative process, or encourage the membership or the public to oppose or disregard a Board decision.
3. A Board Member who voted against a motion, or who abstained, must not represent to any external party that the Boards decision does not reflect the Boards official position. The Boards official position is the decision as adopted, not the vote of any individual Board Member.
4. Nothing in this Section prevents a Board Member from accurately stating, when asked, that they voted against a motion or that they hold a personal view different from the Boards decision, provided such statement complies with the conditions of Section g.1 and the requirements of Board Policy 4.7. A factual statement of personal dissent, properly framed, is distinct from a campaign to undermine the Boards decision.
5. The obligations of this Section apply with particular force to communications about Board decisions that are contested, publicly visible, or the subject of media attention, where the risk of institutional harm from unauthorized individual characterization is greatest.