



## **BOARD OF DIRECTORS SPECIAL MEETING**

3 April 2023 Meeting Minutes

FINAL

**Board Members Present via Videoconference:** Bob Lowe '71, Chair; Will Gunn '80, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hans Mueh '66; Garry Dudley '68; Mark Volcheff '75; Randy Helms '79, President, Class Advisory Senate; Brian Bishop '83; Dennis Dabney '89; Nancy Taylor '01; Kendra Lowe '01; Joseph Bledsoe III '11; Lee Krauth '72 (2023 Elected Director); William Carpenter '73 (2023 Elected Director); Cathy Almand '90 (2023 Elected Director).

**Board Members Absent:** Mark Mavity '84; Andrew Hendel '09; Emma Przybyslawski '10.

**AOG Staff Present:** Mike Gould '76, AOG/AFAF CEO; Mark Hille '97, AOG/AFAF President; Katie Willemarck, Joint CFO; Corrie Grubbs, SVP for Operations; Naviere Walkewicz '99, SVP, Alumni Relations and Business Development; Wyatt Hornsby, AOG/AFAF VP of Marketing and Communication; Paul Ackerman '82, VP of Academy and Community Relations; Jillian Wood, Special Assistant to the President and Board.

### **I. Call to Order/Chairman's Welcome**

Chair Lowe called the meeting to order at 4:30 p.m. MDT on Monday, April 3, 2023. (See agenda at Attachment 1.) The purpose of the meeting was to select an appropriate course of action pertaining to the sixth elected director position and to select appointed directors. (As background, there was an oversight during planning for the 2023 election when an *elected* director position was misclassified as an *appointed* director position. As a result, AOG members were asked to vote to fill five versus six elected director positions.) Chair Lowe thanked Director Volcheff, other members of the Nominating Committee, and Ms. Wood for their hard work. President Hille noted that he had spoken to the AOG attorney, Peter Nagel, about the potential courses of actions the Board was considering, and that all actions were legal. He stressed that if a term ends prior to a new member being selected, the old member serves until a new member is seated. President Hille noted that the AOG is ready to undertake a special election to fill the sixth elected director position should the Board select that option.

MOTION: Director Dudley moved and Director Gunn seconded to go into executive session. The motion was unanimously approved. Director Dabney recused himself.

### **II. Executive Session**

The Board went into executive session at 4:40 p.m. MDT in accordance with Article V Section 8 to discuss possible courses of action to address the sixth elected director position.

MOTION: Director Dudley moved and Director K. Lowe seconded to come out of executive session. The motion was unanimously approved.

### **III. Open Session**

The Board went into open session at 5:15 p.m. MDT.

MOTION: Director Dudley moved and Director Mueh seconded to approve Course of Action 1 (*shift the sixth elected director position so that it is filled by a four-year director in the 2025 election; in the interim, appoint a director to fill that position for two years*). The motion failed 4-8 (Directors Lowe, Helm, Gunn, Bishop, Strebe, Taylor, K. Lowe, and Bledsoe against).

MOTION: Director Bishop moved and Director K. Lowe seconded to approve Course of Action 4 (*conduct a special election with only the 2023 election “non-selects” as candidates to fill the sixth elected director position*). The motion passed 8-4 (Directors Mueh, Dudley, Volcheff, and Tonneson against).

President Hille indicated the election will run from 10-24 April 2023.

MOTION: Director Dudley moved and Director Gunn seconded to go into executive session. The motion was unanimously approved.

### **IV. Executive Session**

The Board went into executive session at 5:23 p.m. MDT in accordance with Article V Section 8 to select appointed directors.

MOTION: Director Dudley moved and Director Gunn seconded to come out of executive session. The motion was unanimously approved.

### **V. Open Session**

The Board went into open session at 6:07 p.m. MDT.

MOTION: Director Dudley moved and Director Mueh seconded that Christian Evans '08 and Nate Dial '10 be selected for 4-year appointed director positions, and Jennifer Walters '11 be appointed for a 2-year term (*to fill the vacancy caused by Kenda Lowe's resignation from the Board*). The motion was unanimously approved.

Chair Lowe will call the appointed directors and the AOG will announce the special election. The AOG will announce the results of the special election and the appointed directors at the same time.

## **VI. Adjournment**

Chair Lowe reminded the directors that we will be discussing ways to improve future elections at the May Board meeting. He also noted that he wanted to elevate the Young Alumni Award to a higher level.

MOTION: Director Bishop moved and Director Dudley seconded that we do not release the vote tallies for the special election. The motion passed unanimously.

The meeting was adjourned at 6:28 p.m. MDT.

Respectfully submitted,  
Virginia Caine Tonneson, Secretary

Atch:

1. 3 April 2023 Board Meeting Agenda