



BOARD OF DIRECTORS SPECIAL MEETING

14 September 2021 Meeting Minutes

APPROVED

Board Members Present via Video Conference: Bob Lowe '71, Chair; Will Gunn '80, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Garry Dudley '68; Mark Volcheff '75; Randy Helms '79, President, Class Advisory Senate; Brian Bishop '83; Mark Mavity '84; Dennis Dabney '89; Nancy Taylor '01; Kendra Lowe '01; Andrew Hendel '09; Emma Przybyslawski '10; Joseph Bledsoe III '11.

Board Members Absent: Hans Mueh '66.

AOG Staff Present via Video Conference: Mike Gould '76, CEO; Mark Hille '97, AOG/ AFAF President; Corrie Grubbs, Interim Executive Vice President; Jennifer Harwig, CFO; Naviere Walkewicz '99, Vice President, Strategy and Business Development; Wyatt Hornsby, Vice President of Marketing and Communication (AFAF and AOG); Michele Bergeman, Vice President, Alumni and Constituent Relations; Emma Ross, Executive Assistant.

I. Call to Order/Chairman's Welcome

Chair Lowe called the meeting to order at 4:00 p.m. MDT on Tuesday, 14 September 2021.

II. Agenda

The agenda items included a discussion on membership for all, the distinguished graduate selection process, committee reports, and future Board meeting dates (Attachment 1).

III. CEO Update

CEO Gould gave an update on the very successful series of campaign kickoff events held in the Washington D.C. area on September 9-11. Events included a social gathering at Topgolf, the Academy showcase, and a lunch with a presentation by former USAFA Dean, BGen (ret) Dana Born and her daughter on their 9/11 experience. There also was a campaign launch dinner with approximately 185 people in attendance and a tailgate prior to the Air Force/Navy football game with over 700 registrants. Coincident with the events, the AFA Foundation sent out an email to 43,000 addresses announcing the public phase of the campaign. There have been only 21 responses to the email of which all but one or two were negative. CEO Gould then talked about the recent call by the Biden Administration for the Trump appointees on the Board of Visitors to resign and the feedback he has been receiving from various general officers and other groups. Most realize this is not under our control, but it does not help the atmospherics with which the campaign is dealing.

IV. Membership for All

Interim EVP Grubbs gave a presentation on membership for all graduates and the AOG's recommendation to go with Course of Action 4, which provides for full membership and voting rights for all graduates. "Legacy" life members will continue to receive printed *Checkpoints* for as long as it is printed. The benefits of this option are that it maintains the membership revenue GAAP budget by \$258,000 per year, provides a tangible benefit to our "legacy" members, gives an opportunity to increase sponsorship, and reduces potential refunds. The disadvantage of this option is that it will cost \$286,400 to print and mail *Checkpoints* for all "legacy" members. She then discussed the implementation timeline. The marketing campaign has already begun with video and talking points at all reunions and campaign launch events. In October, the AOG will have a webpage with a membership for all graduates video and Frequently Asked Questions, as well as a presentation to CAS members and email campaigns. In October through December, they will promote the January 2022 start of the program via all AOG media outlets.

MOTION: Director Bishop moved and Director Helms seconded that if the Finance and Investment Committee concurs that the revenue change is acceptable, that the Board direct the AOG to implement membership for all graduates with the Course of Action that they recommend. The motion was passed unanimously.

Later in the meeting Director Strebe, Chair of the Finance and Investment Committee, noted that the financial implications of transitioning to membership for all graduates were acceptable.

V. Governance Committee

Committee Chair Gunn presented the changes that the Governance Committee recommended making to the Bylaws.

MOTION: The Governance Committee moved that Articles V, VII, VIII, IX, and XII of the AOG Bylaws be amended as shown in the attached document with the two minor changes discussed (Attachment 2). The motion was approved by a vote of 14-1 (Director Mavity against).

Discussion: The Directors recommended two administrative changes to the Bylaws as presented. First, they modified Article V: Section 2: to clarify that a director could be appointed to fill the remaining term caused by director "vacancy" rather than just a "resignation." They also suggested removing the wording talking about specific numbers of Directors from Article V, Section 10, para d. iii. The group had a short discussion on what "ex-officio" meant in relation to the CAS President and decided that the Bylaws sections related to that did not need any further modifications than what the Governance Committee already had recommended. There were two additional discussion items dealing with Article XII. The first dealt with what might happen if the Chair, and Vice-Chair, and Secretary were all running for re-election as far as the election certification went. In addition, there was a short discussion on the quorum percentage needed for a

vote to be valid. The group decided to leave the Governance Committee's recommended wording at this time, but to consider changes in the future, as needed.

The Governance Committee had a second motion concerning membership for all graduates, but due to time constraints, Chair Lowe suggested holding this until the October meeting.

VI. Distinguished Graduate Award Process

Interim EVP Grubbs walked the group through the background of the Distinguished Graduate Award and the selection process. Advertising begins in the June issue of *Checkpoints* and through various AOG media outlets. The deadline for submission is 30 September, with the Distinguished Graduate Award Committee then reviewing the candidates and selecting the award recipients. The Superintendent and AOG Board Chair sign an award letter in November, and the announcement is made to the public the following January. She then talked about the different awards to include those that are USAFA-only awards (Distinguished Service Award, Wakin Character and Leadership Development Award); USAFA and AOG co-sponsored (Distinguished Graduate Award, Jabara Airmanship Award, Sullenberger Award for Courage); AOG-only (Young Alumni Excellence Award); and USAFA Athletics (Athletic Hall of Fame). Next, Interim EVP Grubbs discussed the purpose of the Distinguished Graduate Award, the selection criteria, and the composition of the Distinguished Graduate Award Committee. She noted that a decision was made in December 2016 to allow for more than two recipients. A short discussion ensued about whether to provide guidance to the committee to aim for two recipients or to let the number be dictated by the natural break in the qualifications of the nominees. Former Committee Chair Gunn discussed the rationale for the original decision to expand the number of recipients. Chair Lowe will have a discussion with the committee about this.

VII. Strategic Focus Committee

Committee Chair Dabney provided an update on work of the Strategic Focus Committee. He began by showing the members, which now include those from the task forces that were moved under the committee at the August Board meeting. He then talked about the initial strategic imperatives which had been provided by VP Walkewicz. These included the voice of alumni, Long Blue Line pride, and strong partnerships. He talked about how AOG rebranding, membership for all, and alumni engagement tie into these strategic imperatives.

Chair Lowe noted that strategic imperatives will headline our October Board meeting and that we will have a facilitated discussion on strategy during our May 2022 Board meeting. He asked each Director to come to the October meeting prepared to discuss one or two imperatives. He also would like each Director to attend a Chapter meeting within the next year. To support this, he asked Interim EVP Grubbs to prepare a briefing by 1 January to include our strategic imperatives, the projects that support them, and how the AOG is working with the AFA Foundation.

VIII. Chair's Comments

Chair Lowe commented that if the other committees had items that needed to be covered, they should email the Directors. The next meeting is on 22 October and will include tours and a social event the day prior. Directors who are also part of the Falcon Foundation should go to their 22 October meeting first and then join our Board meeting when they can. He discussed the dates of our Board meetings for 2022 and the USAFA, AOG, and AFA Foundation activities that are scheduled near each meeting's timeframe.

IX. Adjournment

Chair Lowe adjourned the meeting at 5:38 p.m. MDT.

Respectfully submitted,
Virginia Caine Tonneson, Secretary

Atch:

1. 14 September 2021 Agenda
2. Bylaws Changes



Board of Directors Special Meeting Agenda
14 September 2021

1600 Special Topics

- I. Membership for all
 - 1. *Checkpoints* discussion (relook COA 3 and 4)
 - 2. Bylaws changes (Governance Committee)
 - 3. Financial implications
- II. Distinguished Graduate Award process

1630

- III. Committee Reports
 - 1. Strategic Focus Committee
 - 2. Governance Committee
 - 3. Heritage and Traditions Committee
 - 4. Awards and Recognition Committee
 - 5. Joint Strategic Planning Committee
 - 6. Joint Resolution Committee
 - 7. Joint Finance Committee
 - 8. Joint CEO Evaluation and Compensation Committee

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IV. Solidify BOD meeting dates for 2022-23

2022		2023	
February 23, 2022	Virtual	February 22, 2023	Virtual
May 13, 2022	In -person	May 12, 2023	In-person
August 5, 2022	Virtual	August 4, 2023	Virtual
October 2022*	In-person	October 2023*	In-person

*Will work with AFAF for meeting date

Governance Committee Motion

The Governance Committee moves that Articles V, VII, VIII, IX and XII of the AOG Bylaws be amended as follows:

1. ARTICLE V. Board of Directors

Section 1. Board Composition: Directors of the Board shall be graduate members of the AOG. The Board will consist of not more than 16 directors who are selected in accordance with the procedures set forth in Section 2 and Article VII below.

Section 2. Types of Directors:

b. There shall be no more than four appointed directors appointed by a majority vote of a quorum of the Board, not including directors who are appointed to complete the term caused by a director vacancy. Board elections to fill appointed director vacancies can be done at any time. The Nominating Committee will make recommendations to the Chair prior to nominations coming from the Chair. Absent a Chair nomination, a Board majority may direct a Chair nomination of a suitable candidate.

c. The President of the CAS will be an ex-officio director of the board .

Section 3. Terms of Directors:

b. The terms of appointed directors shall be staggered with the intent of having no more than two directors appointed following each biennial election of the Board. Terms of office for appointed directors begin upon selection by the Board and will expire at the first meeting of the Board after the biennial election four years later. Appointed directors may serve a second consecutive four-year term consistent with approval procedures outlined herein.

d. The CAS President, as an ex-officio director shall serve on the Board for the duration of his/her term as CAS President.

Section 4. Duties of Directors: As a minimum, all candidates must agree to fulfill the requirements of AOG Director as listed below:

b. Be capable of attending all meetings of the AOG Board, and meetings of any committees to which he/she is assigned, and commit the time required to discharge Board and committee duties. The term “capable of attending” means being able and willing to travel to and from Colorado Springs the designated Board meeting site at least two times each year for in-person quarterly meetings, to attend virtual quarterly meetings at least twice a year, and able to afford the time away from his/her profession to attend these meetings and for related work. The AOG shall not pay compensation to directors for services rendered as a director. Directors may be

reimbursed for expenses incurred in the performance of their duties to the AOG in reasonable amounts approved by the Board.

Section 5: Officers of the Board:

The Chair shall be an elected director. The Chair shall:

- i. Convene and lead such meetings of the Board as may be deemed necessary.
- ii. Nominate a Vice Chair, Secretary, and Treasurer for approval by the Board.
- iii. Act as an official representative of the AOG.
- iv. Nominate candidates to be Appointed Directors in accordance with Article V, Section 2b.

Section 7. Regular and Special Board Meetings:

- a. Regular meetings of the Board shall be held at least four times each fiscal year at such times and places as the Board may prescribe and may include telephonic or video conferencing. Additional regular meetings may be scheduled by the Board.

Section 8. Access to Board Meetings: All Board meetings shall be open to all members who are able to attend in person. This does not include attendance at committee meetings. Board meetings, or specified sessions of such meetings, may be held in executive session as specified below. When a particular session of a Board meeting is expected to be held in executive session, it will be noted on the meeting agenda. An Executive Session of the Board generally includes only Board Directors, but may include other invited attendees as identified by the Chair unless a majority of Board Directors present object to their presence.

Board meetings, or portions thereof, will be held in executive session in the following exceptional circumstances:

- e. When consulting with or relaying the discussions from AOG legal counsel concerning disputes that are the subject of possible, pending or imminent court proceedings, or matters that are privileged or confidential between attorney and client.

Section 10. Voting by Directors:

- d. A simple majority of the directors present at a quorum of the Board will pass any motion considered by the Board except:

- iii. Motions for Honorary Membership require 80% acceptance of all Directors.

Section 13. Replacement of Board Directors or Officers Due to Removal, Resignation, Death, or Incapacitation:

a. If the Vice Chair, Secretary, or Treasurer resigns, is removed by an action of the Board, dies, is incapacitated, or becomes the Chair in accordance with Section 13a, the Vice Chair, Secretary, and Treasurer will be succeeded in accordance with Article VI, **Section 5**.

Article VI. Nominations and Elections

Section 4. Election and Ballot Requirements:

g. The election will be considered concluded upon certification by the Secretary. **If the current Secretary is on the ballot for re-election, the election will initially be certified by the current Chair, if he/she is not running for re-election. If both the Secretary and Chair are on the ballot for re-election, the election will initially be certified by the Vice Chair.**

ARTICLE VII. Class Advisory Senate (CAS)

Section 1. Composition: The CAS will consist of not more than one graduate member selected by each graduated class. The President of the CAS will be **an ex-officio director of the Board and will be considered a director with voting rights**.

ARTICLE VIII. Committees

Section 6. Standing Committees: The Board shall have, as a minimum, the following standing committees:

c. Nominating Committee: The Nominating Committee **shall be composed of at least two directors**, one of whom will serve as chair, and five AOG graduate members at-large.

Section 7. Task Forces/Councils: Periodically, the Board may establish task forces or councils that will serve for a limited time to accomplish a limited task. A council may be established to provide advice and recommendations on issues of special concern. Unless otherwise stated, a task force ceases to exist as soon as its task is complete.

ARTICLE IX. Chapters, Affinity Groups and Other Organizations

Consistent with policies established by the Board, **the CEO** may issue rules and/or guidelines concerning the establishment and support of graduate chapters, affinity groups and other organizations that support the mission, goals and objectives of the AOG.

ARTICLE XII. Amendments to Bylaws and/or Articles of Incorporation

Section 2. Membership Proposed: A member may also submit proposed amendments for a vote of the membership by obtaining the signatures of members representing at least five percent of all

voting members. All membership-proposed amendments to Bylaws and Articles of Incorporation must be submitted to a vote of the members. A quorum of 10 percent of the membership eligible to vote is required for the vote to be valid. The amendment must be approved by the majority of that quorum. Once the vote is concluded, the revisions and amendments will be adopted upon certification by the Board Secretary.