



BOARD OF DIRECTORS MEETING

19 April 2024 Meeting Minutes

APPROVED

Board Members Present: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hank Hoffman '63; Hans Mueh '66; Garry Dudley '68; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; Randy Helms '79, President, Class Advisory Senate; Jennifer Walters '11.

Advisor to the Board: Mike Gould '76, Executive Vice Chair.

Members Present Via Videoconference: Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11.

AOG Staff Present: Mark Hille '97, AOG/AFAF President/CEO; Katie Willemarck, AOG/AFAF CFO; Naviere Walkewicz '99, SVP, Alumni Relations and Business Development; Kelly Banet, SVP Development; Jillian Wood, Chief of Staff and Special Assistant to the Boards; Wyatt Hornsby, AOG/AFAF VP of Marketing and Communications; Jennifer Cooper, Director of Engagement and Events; Emma Ross, Board Support/Office Manager; Tony Capistrano, IT Support Specialist; Eli Alvarado, IT Support Specialist.

Guests Present: Lucky Ekman, '63; Ski Wagasky (CAS), '72; Lt Col T. Daniel White, Deputy Head, DFMA; Claudi Ferrante, Professor, DFBA; Daphne Delores, Assistance Professor, DFMA; C1C Caden Blum; C1C William Burns; C1C Abby Horne.

I. Call to Order/Chairman's Welcome

Chair Bishop called the meeting to order at 8:00 a.m. MDT on Friday, 19 April 2024.

II. Consent Agenda

The consent agenda included the 21 February 2024 Meeting Minutes (Attachment 1); 25 March 2024 Special Meeting Minutes (Attachment 2); and CEO Monitoring Reports - 2.1 Treatments of Other Constituents, 2.9 Board Awareness and Support, and 2.12 AOG/AFAF Cooperative Operation Agreement (Attachment 3).

MOTION: Director Tonneson moved and Director Lowe seconded to approve the consent agenda. The motion was unanimously approved.

III. Agenda Approval

MOTION: Director Tonneson moved and Director Dudley seconded to approve the agenda. The motion was unanimously approved. The approved agenda is in Attachment 4.

IV. Staff Update (Attachment 5)

a. CEO Report

CEO Hille noted that the first quarter of 2024 was good financially. He pointed out that the effectiveness of the AOG had increased and that we have a sustainable business model. We are making progress toward key measures of the strategic plan and are becoming more present and relevant in the lives of our graduates. Our seven decades of graduates have shared and different experiences, but the AOG needs to focus on what binds us together. This means that we need to adapt the messaging and approach to impact all generations. For example, we have first assignment ambassadors at 40 bases to assist new second lieutenants while at the same time, we are improving programs – such as the next of kin program – for our older graduates. The campaign is nearing completion, but several projects remain underfunded. They have raised almost \$300 million. In addition, gift funds management has been improved. The single employer model went into effect on 1 January 2024, and it makes the AOG better able to accomplish their mission as an organization.

He noted that the staff is the most capable and dynamic team he has ever worked with, but that outside of the senior team, there has been higher turnover than what he would want due to the tight labor market and the fact that the federal government is not requiring the same amount of in-office time as the AOG does. They will be conducting an employee survey on the culture and climate. Moving into Wecker Hall will make a big difference. He concluded by discussing the increasing challenges to our sense of unity in the graduate community and that the AOG and USAFA are not immune from the issues that divide our nation. As a staff, they are aiming to reassert our shared sense of purpose and timeless mission. Lt Gen (ret) Gould mentioned how important the upcoming AOG election would be, noting that our mission is not to dictate policy to USAFA or to tell the USAFA senior leadership what to do.

SVP Walkewicz then provided an update. The current graduate membership stands at 69.3%. The goal is to increase it by 3% this year, with an 85% goal by 2028. Beginning with the Class of 2026, they put programming in place for new appointees to join the AOG upon graduation. In addition, there is currently a reconnection effort underway for graduates who had previously opted out of AOG communications. She then talked about the focus on next-of-kin. They have hired a new specialist who works closely with the next-of-kin and Mortuary Affairs. There is a new next-of-kin website, a repository of obituaries, and support connections for surviving spouses.

This will provide a one-stop shop to find out everything the next-of-kin needs to know when a graduate passes away.

She then turned to reunions. The AOG offered the reunion classes three reunion weekends, but no class wanted one of the weekends, so they will focus on 3-5 October and 17-19 October as the reunion weekends. Some classes have chosen to have their reunions on other weekends. They are working with the Athletic Department to improve the AOG tailgates. She concluded by mentioning that the AOG has hired a recent graduate to focus on the Young Alumni program. The Long Blue Line networking socials have had good results, and they are working on a first assignment initiative to ensure they have young alumni ambassadors for every Air Force and Space Force base. Connections with the Cadet Wing also have improved, with an AOG Snack Spot in Arnold Hall, and a well-received briefing to cadets by SVP Walkewicz.

b. Quarterly Financial Update

CFO Willemarck provided the first quarter financial review. The operating revenue (\$1.02 million) is down from the same period last year, but that is because we recorded the \$800,000 grant from the AFA Foundation in Q1 2023, and this year the grant was only \$100,000. In addition, merchandise sales in the first quarter were slow. We are getting better at budgeting as shown by the fact that at this point last year, our actual expenses were higher than budgeted, but this year our actual expenses (\$1.19 million) are below budget. We are down more in expenses than we are in revenue, so we are in a positive position for operating costs. We are up 14% in investments and the Moller Trust. Total net assets are \$125.27 million, so we are looking healthy. Director Strebe discussed creating an environment where we have an operating basis of net zero. Finally, the audit is complete, and it will reach the Audit Committee on 30 April, while the 990 will reach them on 8 May. Assuming the Audit Committee approves the documents, they will send them to the Board of Directors for an e-vote, which must be finalized by 15 May.

c. Branding Update

VP Hornsby provided the Board with an update on the new branding for the AOG and AFAF. We have hired an outside consultant for the rebranding and are also planning on updating the website. Our current brand is scattered with many different logos. There are three phases in the project. Phase 1 has been completed and resulted in a “What we heard” document. We are currently in Phase 2 (brand development), which runs through September 2024. Phase 3 (implementation) runs from October through February 2025. The guiding principles for the updated brand focus on the vision, mission, strategic priorities, and core values. They have decided to go with a “branded house” (one brand with subtle differences to indicate various programs) versus a house of brands (many different brands). The name they have chosen is the United States Air Force Academy Association & Foundation (or A&F). Later in the meeting a suggestion was made to build off the “AF” from the Athletic Department

as that was already the strongest brand. VP Hornsby concluded by talking about messaging takeaways and the fact that they are managing costs. The brand update costs \$159,000 while the website update costs \$66,800. VP Hornsby will provide the Board with an update as Phase 2 nears completion.

V. Committee Updates (also in Attachment 5)

a. Finance and Investment Committee

Committee Chair Strebe noted that he had already talked about net zero revenue/expenses during the quarterly financial update. He will talk about the CEO bonus structure in executive session.

b. Governance Committee

The Governance Committee was assigned to review Governance Policies Category 3 for the next meeting.

Committee Chair Almand explained that the committee reviewed Bylaws Articles VIII through XIII. The changes to the Bylaws are shown below. (Changes are annotated with strikethroughs and new wording is in italics).

ARTICLE VIII. Committees

Section 6. Standing Committees:

a. Finance and Investment Committee: The Finance and Investment Committee composition and size shall be determined by the Board and will include at least two directors. The Finance and Investment Committee shall be chaired by ~~a director~~ *the treasurer*. Members shall be experienced in financial or business management. The Finance and Investment Committee shall review the AOG's Financial Management and Investment Policy (FMIP), financial condition, investment portfolio and budget, and make recommendations to the Board for modifications as appropriate. The Finance and Investment Committee may establish in the FMIP an investment subcommittee composed of highly qualified professionals to make and manage investments.

NOTE: Several directors thought that making the above change was overly restrictive and the group decided to leave the section above as is.

d. Governance Committee: The Governance Committee composition and size shall be determined by the Board and will consist of AOG graduate members, at least two of whom must be directors. The Governance Committee shall be chaired by the Vice Chair of the Board. Duties of the committee include:

iii. ~~Biennially~~ Conducting ~~periodic~~ reviews of the AOG Bylaws and ensuring that AOG practices are consistent with the Bylaws.

iv. *Coordinating periodic board performance evaluations.*

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

Section 1. Board Proposed: The Bylaws will be reviewed ~~biennially~~ *periodically* by the Governance Committee. The Board may propose and approve amendments to the Bylaws and/or Articles of Incorporation. All amendments must be approved by two-thirds majority of the entire Board. Bylaw changes are effective immediately upon approval, unless otherwise specified.

Section 3. Membership Voting: 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.

NOTE: The addition of “membership-proposed” is for clarity only. It helps distinguish this section from Section 1, Board-proposed amendments, which was approved on the 2021 ballot. The change above does not modify the current process.

Section 5. Effective Date of Adoption of *Membership Proposed* Bylaws and Amendments: The vote is concluded, and revisions and amendments adopted upon certification of the election by the Board Secretary.

~~**ARTICLE XIII. Transition:** For transition to these revised Bylaws, the terms of office for directors elected in 2021 will begin at the regularly scheduled May 2021 Board meeting.~~

MOTION: The Governance Committee moved that the Board approve the changes to Bylaws Articles VIII, XII, and XIII as presented with the exception of leaving Article VIII, Section 6a. as is. (There are no proposed changes to Articles IX - XI at this time.) The motion was unanimously approved.

c. Nominating Committee

Director Mueh presented the Nominating Committee report for Committee Chair Przybyslawski. He discussed the 2025 election timeline and the key attributes for the candidates to fill the five open positions. There was a lengthy discussion about the attributes and how they would apply to the active duty graduates and younger graduates. There was also a discussion about whether the attributes would be intimidating or inspiring to younger graduates and the difference between the election and a promotion board. Director Mueh pointed out that they are looking at the whole person. Chair Bishop noted that we should trust the Nominating Committee to look at the entire package of each candidate. Chair Bishop plans to use the fall issue of *Checkpoints* to address the attributes. The sense of the Board was

that the five main attributes presented captured the necessary attributes. Director Much then discussed the next steps. The Board will approve the skills and attributes and then the committee will apply a matrix to the candidates and present it to the Board. There was continued discussion about whether the Board will highlight the top candidates on the election ballot.

CEO Hille discussed the issue that certain groups were requesting the release of the physical names and addresses of the AOG members by 29 April. There was a discussion concerning the fact that releasing these addresses early would disadvantage other candidates. The groups also have asked for emails again. The Board reaffirmed their previous position that the emails should not be released.

VI. Class Advisory Senate Update

Director Helms began the discussion by mentioning the AOG staff and Board members who attended their most recent meeting. They received a good briefing from Dr. Thomas Torkelson from the Center for Character and Leadership Development (CCLD). He discussed the Center's connection to the Dean, Commandant, and Superintendent, as well as the process used to select the National Character and Leadership Symposium (NCLS) speakers. The list starts with approximately 300 speakers, and cadets are involved in narrowing the list down to 20-21 speakers. The Superintendent has final approval. The Class Senators submit questions which are provided to the speakers ahead of time. There was a short discussion about cadet attendance. Dr. Torkelson also talked about the honor code and toleration clause as well as the fact that the Academy is monitoring social media for threatening and suicidal thoughts. There was a short discussion about the toleration clause. Chair Bishop will try to get CCLD to talk to the Board. Finally, Director Helms noted that he had drafted a letter in coordination with the AOG which will be sent to the class presidents of those classes which have not had Senators attend a CAS meeting in the past three years. He concluded by mentioning that he challenged all Senators to participate in 1DAY/1USAFA Campaign.

VII. Board Support Policy Update

Director Strebe discussed the board support travel policy, which several Directors previously thought was too restrictive. We all have a fiduciary responsibility to the organization, and as the organization gets larger, it is important to show transparency as to how we are spending Board dollars. The policy aligns travel with the strategic priorities of the organization. It requires the travel to be approved in advance and there will be a record of it which will show how it ties back to the organization. The Audit Committee will be used as a check. The policy also requires an annual report.

Chair Bishop commented that in section 2, there are words about reasons to travel. All of the items are supportive of the strategic priorities. What is driving this policy is travel oversight and reimbursement. There was a short discussion about why Directors needed to turn in their requests at least 30 days in advance. The decision was made to add

“exceptions will be considered on a case-by-case basis.” CFO Willemarck will upload the Staff policy so we can see the standard they are held to.

MOTION: Director Strebe moved and Director Evans seconded that we put the Board Support Policy in place with the addition of “exceptions will be considered on a case-by-case basis.” The motion was unanimously approved.

VIII. Honorary Membership Analysis

Director Mueh worked with the AOG staff to obtain the history of the Honorary AOG Membership program. The motion from 14 May 2021 changed the criteria from unanimous approval of all Board members to 80%. Since its inception, we have had 43 Honorary Members of which 20 are currently living. Per the Bylaws, we are limited to 25 living members. He discussed the fact that candidates are selected via closed ballot and that if we had an issue with a candidate, there might not be any discussion to clarify perceptions. A discussion ensued. The sense of the Board was to leave the policy as is and to add an administrative comment to Bylaws Article V, Section 10, d. iii to include the fact that a nominee may only come before the Board twice. This was approved as part of the 14 May 2021 motion but was mistakenly not added to the Bylaws.

IX. Guest Comments

Chair Bishop gave Col (ret) Lucky Eckman the opportunity to talk about Director Lowe and his idea of making an AFA Foundation Director a voting member of the AOG Board, and an AOG Director a voting member of the AFA Foundation Board. This would increase the transparency and crossflow of information between the two Boards. While a rotating group of three to four AOG Directors routinely attends the quarterly AFA Foundation meetings, an AFA Foundation member only occasionally attends the AOG quarterly Board meetings. He asked Chair Bishop if we could get the sense of the Board about this idea, but Chair Bishop noted that because this was not in our read-ahead material, he would prefer for the Governance Committee to look at it first. This would require a Bylaws change.

X. Capstone Project

CICs Blum, Burns, and Horne presented the Management 420 Consulting Capstone Final Project. CIC Noh was also part of the team but was unable to attend. The cadets’ task was to provide recommendations on ways the AOG and AFA Foundation could adapt or develop their programming, communications, and services to increase engagement with cadets and parents/families and boost awareness among the Cadet Wing of the AOG and AFA Foundation. They also were to provide recommendations on ways the AOG and AFA Foundation could meaningfully support USAFA graduates in their first assignment. They discussed the timeline of major events in a cadet’s career and noted that the job drop and base assignment were the most important times for the AOG to get involved. They noted three major areas of concern. First, the feedback they had received from cadets included the general perception that the AOG is solely focused on fundraising and

that there was a lack of activity and involvement in cadet career development. Second, they also had concerns with the Long Blue Line portal as far as accessibility and a general lack of awareness among cadets. The third area was related to communications and the lack of interaction with cadets.

They proposed that the AOG should undertake several actions, each including several steps. The first phase would include increasing the Long Blue Line portal involvement with cadets prior to job preference submission to serve as an avenue of support. As part of this, they recommended immediately increasing contact with the Class of 2024 to improve engagement. The second phase would enable an ongoing conversation between cadets and graduates focused on job selection and base assignments. They also made several recommendations for enhanced communication with cadets to include ideas for the Long Blue Line portal. The cadets noted that they intend to advocate for the AOG at their first assignment as well as becoming Young Alumni Ambassadors. The session concluded with an extensive question and answer session to include discussions on areas such as M5, cadet mentorship, the Legacy program, and the ongoing North Gate construction projects.

MOTION: Director Tonneson moved and Director Dudley seconded to go into executive session to discuss an Honorary Membership candidate, to review the Board self-assessment, and to discuss the CEO Bonus structure. The motion was unanimously approved.

XI. Executive Session

The Board went into executive session IAW Bylaws Article V Section 8c at 2:01 p.m. MST.

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

XII. Open Session

The Board went into open session at 3:34 p.m. MDT.

MOTION: Director Dudley moved and Director Carpenter seconded to make Lt Col (ret) Lou Burkel an Honorary AOG Member. The motion was approved by a vote of 15-1.

MOTION: Director Strebe moved and Director Dial seconded to approve the 2024 CEO bonus structure as presented. The motion was unanimously approved.

XIII. Chair's Comments

Chair Bishop asked Directors Mueh and Walters to highlight two or three items from the board self-assessment so that we can work on those areas.

XIV. Adjournment

Chair Bishop adjourned the meeting at 3:40 pm MDT.

Note: Portions of the minutes were rearranged from the time sequence to topical sequence.

Respectfully submitted,
Virginia Caine Tonneson, Secretary

Atch:

1. 21 February 2024 Approved Meeting Minutes
2. 25 March 2024 Approved Special Meeting Minutes
3. CEO Monitoring Reports
4. Approved Agenda
5. Board Meeting Slide Deck



BOARD OF DIRECTORS MEETING

21 February 2024 Meeting Minutes

APPROVED

Board Members Present Via Videoconference: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hank Hoffman '63; Hans Mueh '66; Garry Dudley '68; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; Randy Helms '79, President, Class Advisory Senate; Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11; Jennifer Walters '11.

Advisor to the Board: Mike Gould '76, Executive Vice Chair.

AOG Staff Present Via Videoconference: Mark Hille '97, AOG/AFAF President/CEO; Katie Willemarck, AOG/AFAF CFO; Naviere Walkewicz '99, SVP, Alumni Relations and Business Development; Kelly Banet, SVP Development; Wyatt Hornsby, AOG/AFAF VP of Marketing and Communications; Jillian Wood, Chief of Staff and Special Assistant to the Boards; Emma Ross, Executive Assistant and Board Support.

I. Call to Order/Chairman's Welcome

Chair Bishop called the meeting to order at 1:06 p.m. MST on Wednesday, 21 February 2024.

II. Consent Agenda

The consent agenda included the 13 October 2023 Meeting Minutes (Attachment 1); 29 November 2023 E-Vote Minutes (Attachment 2); 21 December 2023 Special Meeting Minutes (Attachment 3); 1 February 2024 E-Vote Minutes (Attachment 4); and CEO Monitoring Reports 2.2 Treatments of Staff, 2.3 Financial Planning and Budgeting, 2.4 Financial Conditions and Activities, and 2.7 Emergency Executive Succession (Attachment 5).

MOTION: Director Bishop moved and Director Mueh seconded to approve the consent agenda. The motion was unanimously approved.

III. Agenda Approval

MOTION: Director Bishop moved and Director Strebe seconded to approve the agenda. The motion was unanimously approved. The approved agenda is in Attachment 6.

IV. Committee Updates (Attachment 7)

a. Governance Committee

Committee Chair Almand explained that the committee reviewed Governance Policies Category 2 and Bylaws Articles V, VI, and VII. The changes to the Governance Policies and Bylaws are shown below. (Changes are annotated with strikethroughs and new wording is in italics).

Governance Policies Category 2: Administrative change to add U.S. Space Forces, where applicable.

ARTICLE V. Board of Directors

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

b. ~~Attend~~ ~~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 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 to be 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 7. Regular and Special Board Meetings:

a. Regular meetings of the Board ~~will 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.

b. Special meetings of the Board may be called at any time by the Chair or by not less than one-third of the Board. Special meetings shall be held at such times and places as specified in the notices for the meetings and may include telephonic or video conferencing. *Special meetings are not considered open meetings.*

d. ~~The Board may permit any director (or any member of a committee designated by the Board) to participate in a meeting of the Board or committee thereof through the use of any means of communication by which all directors participating in the meeting can hear one another during the meeting. (Delete as redundant.)~~

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 *or special 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.

Section 10. Voting by Directors:

a. A quorum of ~~more than half~~ *two-thirds* of the total number of Directors must be present for the Board to act on any issue.

d. iii. Motions for Honorary Membership require ~~80%~~ *unanimous* acceptance of all Directors (~~13 of 16 Directors~~).

Discussion: A discussion took place about whether the vote should be unanimous, as it was in the past, or whether it should remain at 80%. The discussion also touched on whether we should increase the number beyond 25 members. Because of time constraints, Chair Bishop suggested discussing it more thoroughly at the April Board meeting. In the meantime, Director Mueh will lead a group to examine both issues in detail. For the current time, the percentage vote will remain at 80%.

ARTICLE VI. Nominations and Elections

Section 1. Nominations for Director:

e. *The Board desires a structure with a Director representing each decade (1959-60s, 70s, 80s, etc.) of the graduate community.*

Discussion: A short discussion ensued about whether this would be “shaping the Board.” It was clarified that this Bylaws statement only meant that we desired to have representatives from each decade, but that it was not a requirement, nor would it bar anyone from running for a Director position. It was noted that we also have the opportunity to appoint Directors to the Board.

Section 4. Election and Ballot Requirements:

c. Voting may be conducted by electronic means *and/or paper ballot if necessary*. Ballots must be completed according to instructions accompanying the ballot. Election management may be contracted to a private firm or may be conducted by the AOG.

e. Voting-eligible members may cast one vote for each director vacancy and one vote for each question put on the ballot. Cumulative voting (*applying multiple votes to a single candidate*) may not be used. Members may not give their vote to be cast by another member.

Article VII: Class Advisory Senate

Section 2. Meetings and Role:

The CAS shall meet at least annually, pursuant to procedures approved by the Board. It shall act as an outreach arm of the AOG leadership, seeking members' views and attempting to resolve differences among those views. ~~The CAS will be an ex-officio director of the Board and will be considered a director with voting rights. The CAS will be advisory to the Board and will inform the Board on relevant issues.~~

MOTION: The Governance Committee moved that the Board approve the changes to Bylaws Articles V, VI, and VII as presented with the exception of changing Article V, Section 10, d. iii. (honorary membership). The motion was unanimously approved.

Discussion on Hail/Farewell:

Chair Bishop noted the importance of recognizing outgoing Directors while being a good steward of AOG funds. Options for the most appropriate time to recognize our outgoing Directors included recognizing them in October, the last in-person meeting prior to the election; waiting to seat the new Directors until July so the April meeting would be the final meeting for the current Board and they could be recognized there; or having a short farewell for the outgoing Directors at the beginning of the April meeting with the new Directors. Several Directors pointed out the benefit of the new Board members forming a relationship with former Board members for the mentorship opportunities and the fact that this could be facilitated by having them together at the April meeting.

MOTION: Director Lowe moved and Director Tonneson seconded that the April meeting will be used as a farewell for outgoing Directors and a mentorship opportunity for incoming Directors. The motion was unanimously approved.

Board Support Policy Discussion

Chair Bishop led a short discussion on the Board Support Policy. He noted that we need some sort of accountability process in place to justify the expenses and this ensures we have a travel policy in place for reimbursements for Director attendance at various events. The proposed policy states that reimbursement for travel expenses other than Board meeting attendance (e.g., AOG Leadership Conference, USAFA Parents Club President Conference) may be approved by a majority vote of the Board Officers and CEO to allow the Directors to engage with the membership. These additional travel expenses must meet a strategic need for the organization and a sufficient budget must be available per the CFO. Directors will complete a travel

request form available on Basecamp prior to the trip, and the Audit Committee will audit Director travel reimbursements annually.

Some Directors thought the policy was an added layer of bureaucracy for such a limited amount of money. However, others noted that we must sometimes cover things that were not budgeted (e.g., lawyers), and that as an organization gets larger, the more formal the process of stewardship of membership dollars needs to be. Chair Bishop tabled the issue and Director Strebe will lead a small group to come up with the policy. We will discuss this again at the April Board meeting.

b. Nominating Committee

Committee Chair Przybyslawski began by talking about the Distinguished Graduate Award. There will be two awardees for 2024. There were three in 2023 because the ratings were so close. She noted that the committee is planning to readdress the criteria to ensure they are distinct. The Distinguished Graduate Award ceremony will continue to be a stand-alone event.

MOTION: The Nominating Committee moved that the Board approve the 2024 Distinguished Graduate Award winners. The motion was unanimously approved.

Director Dial then spoke about the Young Alumni Excellence Award and that the committee plans to review the nomination process as far as self-nominations go. There are three winners this year and the banquet will be held on 26 July along with the new Leadership Achievement Award and Jabara Award.

MOTION: The Nominating Committee moved that the Board approve the three 2024 awardees for the Young Alumni Excellence Award. The motion was unanimously approved.

c. Finance and Investment Committee

Committee Chair Strebe discussed the request to spend the \$8,739 Quasi Endowment that was formed in memorialization of 1st Lt Joseph Helton '07 who was killed during Operation Iraqi Freedom. The Large Vehicle Inspection Site is being renamed in his honor and the recommendation is to spend the entire amount of the Quasi Endowment toward providing financial support for both the dedication event and a memorial plaque or display case honoring Lt Helton's life. The ceremony is scheduled to take place on 21 May 2024.

MOTION: The Finance and Investment Committee moved to approve the use of this Quasi Endowment fund beyond the preapproved distribution amount, up to and including the entire amount of the fund as described. The motion was unanimously approved.

d. NextGen Task Force

Task Force Lead Dial began by reminding the group that the AOG Board created the task force to address the low participation of 21st Century graduates with new ideas on how to engage them. He talked about the problems and solutions. For example, the overall five-year financial participation among USAFA graduates from the classes of 2000-2023 is under 9%. He then discussed three different ideas, to include an altimeter check, a class color campaign, and purposeful network cultivation, all designed to spur engagement and raise money.

A question arose concerning whether these ideas would pose a problem if the AOG was asking for money while the individual classes were also asking their members for donations. There was also a question about whether the AOG was now doing fund-raising versus friend-raising. Chair Bishop noted the importance of keeping the two entities in the proper lanes. Director Dial reminded the group that this was a joint task force with the AFA Foundation. SVP Banet commented that we are raising funds for an organization as a whole. The AOG does the friend-raising while the AFA Foundation does the fundraising.

V. Board Directors DFW Meeting

Directors Almand and Evans discussed the meeting they had with Keturi DeLong, Director of Development for the George Bush Center at SMU. She formerly worked at Texas A&M Commerce as VP for Philanthropy and Engagement. Director Almand reached out to her because Texas A&M has a young alumni group and she wanted to get ideas for engaging younger graduates. Ms. DeLong noted that younger graduate involvement is difficult, and she suggested that everything we do should tie back to core values, even as far as having the quarterly meetings and elections tie back to a core value theme. She talked about the importance of interacting with cadets before they graduate and recommended a more formal mentorship with cadets and younger graduates. She also pointed out that we are following best practices by having separate AOG and AFA Foundation Boards.

A discussion ensued about our interaction with cadets. Although there are still legal challenges, we are engaged with cadets at all key events through the Legacy program as well as via many other programs. CEO Hille noted that from the day cadets get appointed, we can engage them, but that we are still working on getting more robust Special Status Legislation approved.

VI. Class Advisory Senate Update

Director Helms discussed the 16 January Class Advisory Senate (CAS) meeting, noting that the comments by the Commandant were outstanding. The Commandant wants to improve the way cadets interact with each other and to emphasize standards and accountability. He is bringing back CCQs in the squadrons and a dorm duty officer on

weekends. To better inform graduates about the CAS, Steve Simon '77 is writing an article for the June issue of *Checkpoints*.

VII. Staff Update (also in Attachment 7)

a. CEO Report

CEO Hille began by covering the high points of 2023. The CEO and Executive Vice Chair (EVC) transition took place on 1 January 2024. There were several elevated organizational events in 2023 to include 12 reunions, the first Long Blue Line Weekend, and five Young Alumni networking events. A podcast was launched in January 2024, and they have modified *Checkpoints* submissions. He also noted that the AFA Foundation had a strong fundraising year in 2023 (\$46 million). He then talked about the upcoming 2025 elections and the issue of releasing email addresses of AOG members. The Board voted last fall to not release the emails and the law does not require us to do so.

Next, he discussed the 2024 Operating Goals which include increasing graduate membership, increasing pride and engagements, growing the number of Long Blue Line Portal users, executing the first All Academy Awards concept, designing the Distinguished Graduate Award Monument, completing the initial design of the Heritage Trail expansion, increasing revenue, delivering a new shared website, rebranding, and conducting supervisor training and a compensation survey. The complete list can be found in the Operating Plan.

b. Potential Director Engagement Activities

SVP Walkewicz discussed the AOG interactions with the Cadet Wing. The AOG is now having a twice monthly snack shop in Arnold Hall where cadets can learn about the AOG. They are working with cadets on a capstone project about how the AOG can help get involved with cadets while they are at the Academy and when they are Young Alumni. They will debrief us at the April Board meeting.

c. End-of-Year Update

CFO Willemarck noted that the audit is scheduled at the end of March. She then talked about the total operating revenue. This year we have exceeded our budgeted revenue by 3%. Most of this is from merchandise sales. Operating expenses for 2023 were almost \$7.5 million, which is 13% over budget. This is due to three main factors: 1) personnel costs were higher because they allowed the staff to have a Personal Time Off (PTO) buyout as part of the single employer changeover; 2) merchandise costs were higher – we sold a large quantity, but we also bought a large quantity that was of higher quality; and 3) there were increased costs on the events side. They have hired a new events person, and they negotiate contracts for the 2024 events.

The net income loss in 2022 was \$10.7 million, but in 2023 we had an almost \$4.0 million benefit due to investments. Looking at the balance sheet, we are up 12.5% in total assets. CFO Willemarck commented that they have a good plan in place to make 2024 a good year. She noted that they have fine-tuned the events and will be proactive on monitoring expenses that were not in the 2023 budget, such as attorney fees and the CEO bonus.

VIII. Chair's Comments

Chair Bishop would like us to have a two-hour meeting in March to focus totally on the election issues which the Nominating Committee did not have time to discuss during this meeting. He then turned the floor over to Director Krauth, who had requested a few minutes to speak to the group. He shared several examples of the negative Diversity, Equity, and Inclusion (DEI) situations his son, a cadet, had experienced. These included being addressed as “Cadet White Boy 2” by an instructor (the department later apologized), being asked to talk about his “white privilege” by another instructor, and being told that there is scientific proof that there are multiple genders by a speaker. Director Krauth noted that diversity is good, but we need to be able to debate it, not indoctrinate it.

IX. Adjournment

CEO Bishop reiterated that we have asked the Nominating Committee to take on the very difficult task of getting more graduates engaged in the election and putting the word out about the attributes the Board is seeking. He asked the Directors to think about this prior to the March meeting. The meeting was adjourned at 3:51 p.m. MST.

Note: Portions of the minutes were rearranged from the time sequence to topical sequence.

Respectfully submitted,
Virginia Caine Tonneson, Secretary

Atch:

1. 13 October 2023 Approved Meeting Minutes
2. 29 November 2023 Approved E-Vote Minutes
3. 21 December 2023 Approved Special Meeting Minutes
4. 1 February 2023 Approved E-Vote Minutes
5. CEO Monitoring Reports
6. Approved Agenda
7. Board Meeting Slide Deck



BOARD OF DIRECTORS SPECIAL MEETING

26 March 2024 Meeting Minutes

APPROVED

Board Members Present Via Videoconference: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hank Hoffman '63; Hans Mueh '66; Garry Dudley '68; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11; Jennifer Walters '11.

Board Members Absent: Randy Helms '79, President, Class Advisory Senate.

Advisor to the Board Present Via Videoconference: Mike Gould '76, Executive Vice Chair.

AOG Staff Present Via Videoconference: Mark Hille '97, AOG/AFAF President/CEO; Katie Willemarck, AOG/AFAF CFO; Naviere Walkewicz '99, SVP, Alumni Relations and Business Development; Kelly Banet, SVP Development; Wyatt Hornsby, AOG/AFAF VP of Marketing and Communications; Jillian Wood, Chief of Staff and Special Assistant to the Boards; Emma Ross, Board Support and Office Manager.

I. Call to Order/Chairman's Welcome

Chair Bishop called the meeting to order at 12:00 p.m. MDT on Tuesday, 26 March 2024.

II. Agenda Approval

The only item on the agenda was the 2025 election. We did not have enough time at our February 2024 meeting for the Nominating Committee to address this.

MOTION: Director Tonneson moved and Director Lowe seconded to approve the agenda. The motion was unanimously approved. The approved agenda is in Attachment 1.

III. Nominating Committee

Prior to discussing the election, Director Bledsoe provided an update on the new Leadership Achievement Award. Twelve nominees were considered and three were selected. The winners will be notified by CEO Hille later this week, and they will be featured in the September issue of *Checkpoints*, along with the Young Alumni Excellence Award winners and the Distinguished Graduate Award winners.

MOTION: The Nominating Committee recommended that the Board approved the three Leadership Achievement Award winners. The motion was unanimously approved.

Committee Chair Przybyslawski then began an information briefing on the 2025 election (Attachment 2). The committee was tasked to do a hotwash of the last election, explore how the Board could ensure better member engagement through voting, and to present potential courses of action to improve and increase voting. She talked about election challenges to include the unrealistic expectation for voters to comb through over 30 candidates to make an informed selection decision. The committee does not recommend capping the number of candidates; rather they brought forward the idea of making it easier by having the Board endorse a certain number of candidates based on their skills and attributes. She noted that five elected seats and two appointed seats will be coming open when the current Board term ends. She also reminded the group about our desire to have Directors from each decade, but pointed out that we are already doing that naturally, so it likely will not be one of the primary attributes. The Nominating Committee will present the skills and attributes needed by the Board and potential weighting at the April meeting. In the fall, candidates would be scored on the weighted attributes and the top eight candidates would be presented to the Board. The intent would be for the Board to reduce the number of highlighted candidates to five. All candidates would be on the ballot, with those who best fill the skills and attributes highlighted in some manner. It was noted that the Governance Policies states that from the list of all qualified candidates, the Nominating Committee should present “for Board approval and recommendation to the membership, a slate of candidates that best offers the skills, talents, and capabilities needed.”

A lengthy discussion ensued. Some Directors were adamant that the Board should not endorse specific candidates, citing numerous reasons including the fact that we have never endorsed candidates in the past, it might discourage candidates from running or alienate them, it might appear that we are “shaping” the Board, and that it would put current Directors who are running again – but not endorsed – in an awkward position. It was noted that we already have a variety of Directors without having had to highlight any candidates. It was also pointed out that groups which currently oppose the AOG policies could erroneously interpret a Board endorsement of candidates as somehow related to them. Committee Chair Przybyslawski stressed that this process would not be shaping the Board; rather, it is simply trying to show what attributes are missing and which candidates might fill the gap.

Other Directors thought it was a reasonable idea as most graduates do not follow the Board or AOG activities very closely and this would assist them in culling through all the names on the ballot. However, there were questions on the type of skills and attributes the committee was considering and what the correct number of highlighted candidates should be. It was pointed out that if we decided to highlight candidates, it would be important as to how that was communicated to the graduate community. An idea surfaced that perhaps we should have a higher bar on the application, such as an item related to how the applicant has rendered service back to the Academy.

Chair Bishop summarized the discussion by noting that there is a general consensus that the Nominating Committee should continue to identify the recommended skills and attributes and to come up with a scoring system. There is no agreement on the number of candidates the Board should endorse, or whether we should endorse any candidates at all. For the April meeting, he asked the Nominating Committee to continue working on the attributes and how many names should potentially be highlighted.

IV. Adjournment

Chair Bishop adjourned the meeting at 13:41 a.m. MDT.

Respectfully submitted,
Virginia Caine Tonneson, Secretary

Atch:

1. 26 March 2024 Board Meeting Agenda
2. Nominating Committee Slides

MONITORING REPORT

DATE: 19 April 2024

POLICY TYPE: Executive Limitations

POLICY NUMBER: 2.1

POLICY TITLE: Treatment of Members and Other Constituents

POLICY DESCRIPTION:

With respect to interactions with members and other constituents, the CEO shall not cause or allow conditions, procedures, or decisions which are unfair, unsafe, undignified, untimely, unnecessarily intrusive, or which fail to provide appropriate confidentiality or privacy.

REPORT:

Accordingly, he/she shall not:

- 1. Use application forms that elicit information for which there is no clear necessity.** The AOG has a written Policies and Procedures manual, in addition to an Employee Handbook, that addresses appropriate interactions with members and other constituents. The manual contains policies on the methods of collecting, reviewing, transmitting, or storing member information that protects constituents from improper access of the material elicited.
- 2. Use methods of collecting, reviewing, transmitting, or storing member information that fail to protect against improper access to the material elicited.** The AOG secures employee access to the database with individual permissions and policies that ensure only people with appropriate access and training can make changes, review, and transmit member data. The data is stored with a third-party who implements industry standard security measures.
- 3. Fail to communicate to members a clear understanding of what may be expected from the service(s) offered.** The AOG uses extensive print and online media formats to communicate to members a clear understanding of what may be expected from the service(s) offered. In addition, the AOG's customer service department facilitates follow-up contact by an appropriate AOG staff member to clarify all issues and concerns.

Status: In Compliance

MONITORING REPORT

DATE: 19 April 2024

POLICY TYPE: Executive Limitations

POLICY NUMBER: 2.9

POLICY TITLE: Board Awareness and Support

POLICY DESCRIPTION:

The CEO shall not permit the Board to be uninformed or unsupported in its work. Accordingly, he or she may not:

REPORT:

- 1) **Fail to have a current plan to achieve the Board's Ends.** The CEO has a plan specifically tied to the Board's Ends.
- 2) **Neglect to submit monitoring data required by the Board (see policy on Monitoring CEO Performance in Board/Staff Linkage, Policy 3.4) in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored.** The CEO has developed a plan for submitting specified monitoring reports at each Board meeting. All 14 reports are submitted annually to the Board in a specified rotation each year.
- 3) **Let the Board be unaware of relevant trends, anticipated adverse media coverage, or material external and internal changes, and particularly changes in the assumptions upon which any Board policy has been previously established. Notification of material planned internal changes is to be provided to the Board in advance, when feasible.** The CEO briefs the entire Board quarterly and sends out periodic updates to all directors. He maintains regular contact with Public Affairs and the Academy senior leadership to encourage them to provide information before it hits the papers. Upon receiving new information, he calls the Board Chair, committee chairs and individual directors as appropriate.
- 4) **Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its Bylaws or its own policies on Governance Process and Board/Staff Linkage, particularly in the case of Board behavior, which is detrimental to the work relationship between the Board and the CEO.** When the CEO has identified areas of concern, he has reported them to the Board Chair. The CEO reviews the bylaws to remain aware of necessary requirements of the bylaws to ensure that no requirements are overlooked.
- 5) **Fail to provide for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.** The CEO routinely provides graduate, member, and staff viewpoints. He conveys the views of the Superintendent and other Academy senior leaders and arranges for those leaders to address the Board at its quarterly meetings.

- 6) **Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types:**
- a. **Monitoring**
 - b. **Action Item, and**
 - c. **Incidental (“FYI”).**

The CEO provides concise, clear information in briefing, email, and report forms. The CEO calls for Board involvement as required, provides monitoring reports such as this one, and provides “FYI” materials as appropriate.

- 7) **Allow the Board to be without reasonable administrative and logistical support for official Board, officer or committee communications and functions.** The CEO provides staff support for arranging quarterly meetings and tele/video conferences, preparation and publication of minutes, arranging for billeting and meals for Board meetings, and providing workspace for visiting directors.

- 8) **Fail to deal with the Board as a whole except when:**

- a. **Fulfilling reasonable individual requests for information, or**
- b. **Responding to officers or committees duly charged by the Board.**

The CEO deals solely with the Board as a whole for all action items and fulfills director, officer and committee requests for information and support.

- 9) **Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the Board.** The CEO seeks to uncover all infractions of Board policy, take corrective action, and report the results to the Board.

- 10) **Fail to provide for the consent agenda all items delegated to the CEO yet required by law or contract to be Board approved, along with the monitoring assurance pertaining thereto.** The CEO ensures that all items requiring Board approval are presented to the Board and that all consent agenda items delegated to him are placed in the minutes.

Status: In Compliance

MONITORING REPORT

DATE: 19 April 2024

POLICY TYPE: Executive Limitations

POLICY TITLE: AOG/Air Force Academy Foundation COA

POLICY NUMBER: 2.12

POLICY DESCRIPTION:

The CEO will not fail to abide by the provisions of the current AOG/Air Force Academy Foundation Cooperative Operation Agreement as approved by the Board of Directors.

REPORT:

The CEO is abiding by the provisions of the current AOG/Air Force Academy Foundation COA.

Compliance Status: *In Compliance*



Board of Directors Meeting Agenda
18 – 19 April 2024

18 April 2024

5:00 – 6:30 p.m.

AOG Board Reception w/CAS

Library, Doolittle Hall

Attire: Business Casual

19 April 2024

7:30-8:00

Breakfast

8:00 a.m.

- I. Call to Order
- II. Moment of Silence & Pledge of Allegiance
- III. Notified Absences & Introductions
- IV. Consent Agenda Approval
 - 1. 21 February 2024 Meeting Minutes
 - 2. 26 March 2024 Special Meeting Minutes
 - 3. Executive Limitations/Monitoring Reports
 - a. 2.1 Treatment of Other Constituents
 - b. 2.9 Board Awareness and Support
 - c. 2.12 AOG/AFAF COA
- V. Agenda Approval
- VI. Conflict of Interest Statements

8:10 a.m.

- VII. Staff Updates
 - 1. CEO Report (*CEO Hille*)
 - 2. Branding Update (*Wyatt Hornsby, VP Marketing & Communications*)
 - 3. Quarterly Financial Update (*Katie Willemarck, CFO*)

9:00 a.m.

VIII. Committee Updates

1. Finance and Investment Committee (*Dir. Strebe*)
2. Governance Committee (*Dir. Almand*)
 - a. Assign Governance Policy, Cat 3 Review
 - b. Bylaw Review
3. Class Advisory Senate Update (*Dir. Helms*)
4. Nominating Committee (*Dir. Przybylski*)
 - a. Board Charge to Nominating Committee for Elections

IX. Board Support Policy Update (*Dir Strebe*)

X. Honorary Membership Analysis (*Dir. Mueh*)

12:30 p.m.

Adjourn for Lunch – Library, Doolittle Hall

1:00 p.m.

Guest speaker(s): Capstone Project

1:35 p.m.

XI. Executive Session

1. Honorary Membership
2. Review Board Self-assessment
3. CEO Bonus Structure

2:00 p.m.

Adjourn

6:00 p.m.

Joint Board Dinner

6:00 – 6:45 p.m. Cocktails

7:00 – 8:30 p.m. Dinner

The Club at Flying Horse

1880 Weiskopf Point

Colorado Springs, CO 80921



Board of Directors Meeting

19 April 2024

Agenda

- I. Call to Order
- II. Moment of Silence & Pledge of Allegiance
- III. Notified Absences & Introductions
- IV. Consent Agenda Approval
- V. Agenda Approval
- VI. Conflict of Interest Statements
- VII. Staff Updates
- VIII. Committee Updates
- IX. Board Support Policy Update
- X. Honorary Membership Analysis
- XI. Executive Session

Call to Order

Board Chair Opening Remarks

Moment of Silence & Pledge of Allegiance

Notified Absences & Introductions

Consent Agenda Approval

1. Board Meeting Minutes, 21 February 2024
2. Special Meeting Minutes, 26 March 2024
3. Executive Limitation/Monitoring Reports
 - a. 2.1 Treatment of Other Constituents
 - b. 2.9 Board Awareness and Support
 - c. 2.12 AOG/AFAF COA

Agenda Approval

Staff Updates

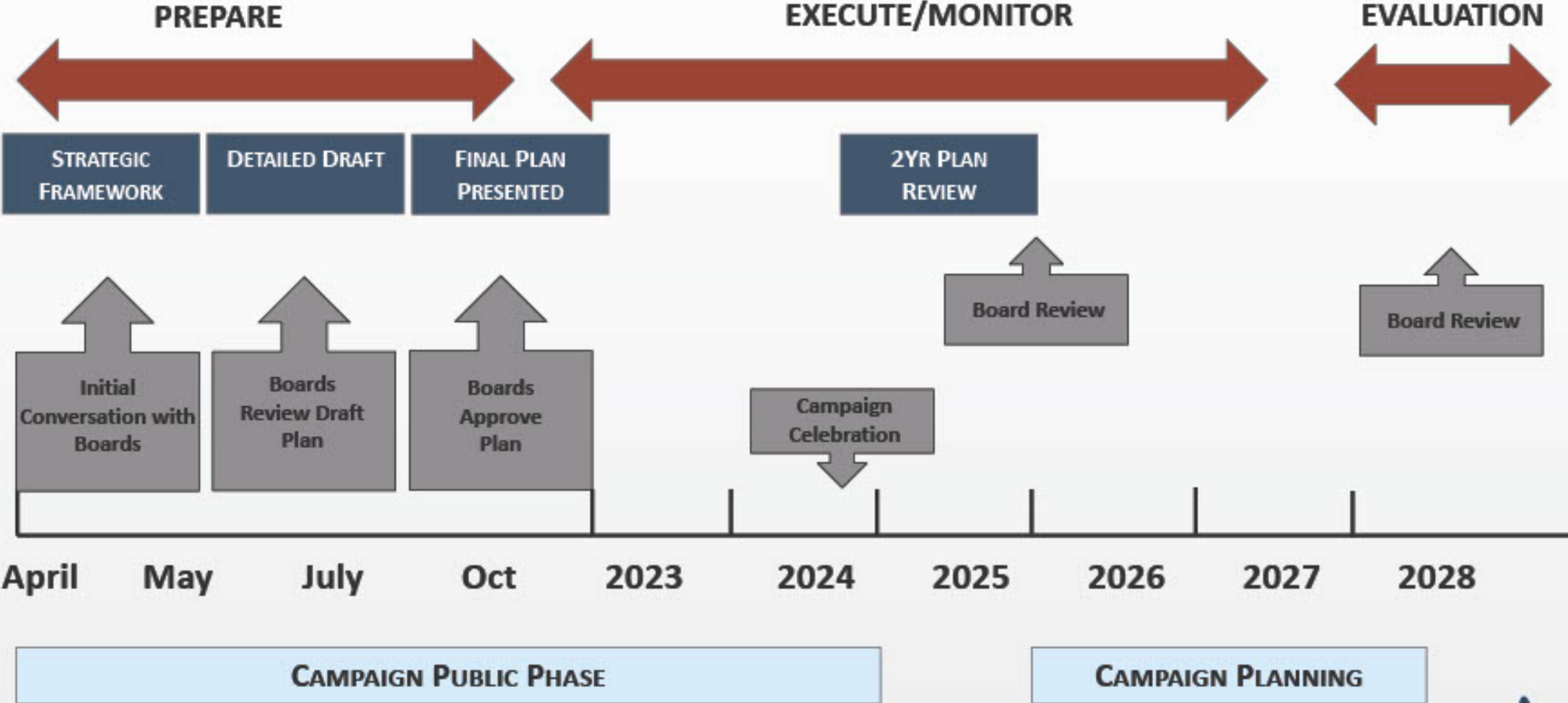


CEO Update

Hille

- Financial performance – Good Q1 following a great '23
- Progress toward key measures of strategic plan
 - Engagement/comm now across seven decades of grads
 - Campaign nearing completion/several projects remain under-funded
 - Gift funds management is gaining strength
 - Single employer model complete/co-branding and new website underway
- Staff is stronger year over year, but turnover creates drag
- Increasing challenges to our sense of unity in graduate community will emerge in '24/'25

STRATEGIC PLAN TIMELINE



- Financial performance – Good Q1 following a great '23
- Progress toward key measures of strategic plan
 - Engagement/comm now across seven decades of grads
 - Campaign nearing completion/several projects remain under-funded
 - Gift funds management is gaining strength
 - Single employer model complete/co-branding and new website underway
- Staff is stronger year over year, but turnover creates drag
- Increasing challenges to our sense of unity in graduate community will emerge in '24/'25



Alumni Relations Update

Walkewicz

Graduate Membership –2024 goal is 3% increase; currently at 69.37%

- Current reconnection effort underway for previous communication opt-outs
- Membership opt-in campaign to follow as priority for remainder of year
- Programming in place for new appointees to join at no cost upon graduation

Next-of-Kin focus making a difference

- Next of Kin Website (usafanextofkin.org) and specialist earn positive feedback
- Active improvements--General Carr '59 request for a repository of obituaries
- Surviving spouse connections made through Next-of-Kin support specialist

2024 Reunions

- Aug 13-15: 1964
- Sep 11-15: 1969 (Away Game Weekend/Watch Party Reunion)
- Sep 27-29:1979 (Away Game Weekend/Watch Party Reunion)
- Oct 3-5: 1974, 1984, 1989 (USAFA Reunion Weekend #1 & CORONA)
- Oct 17-19: 1994, 1999, 2004 (USAFA Reunion Weekend #2)
- TBD: 2014

Young Alumni focus yields positive results

- Long Blue Line Networking Socials welcome new faces
- AOG SnackSpot in brings awareness and smiles to the cadet wing
- First Assignment Initiative, utilizing young alumni ambassadors for every Air and Space Force Base, kicks off in August
- Connections with USAFA Cadet Wing and leadership continue to grow stronger



Quarterly Financial Update

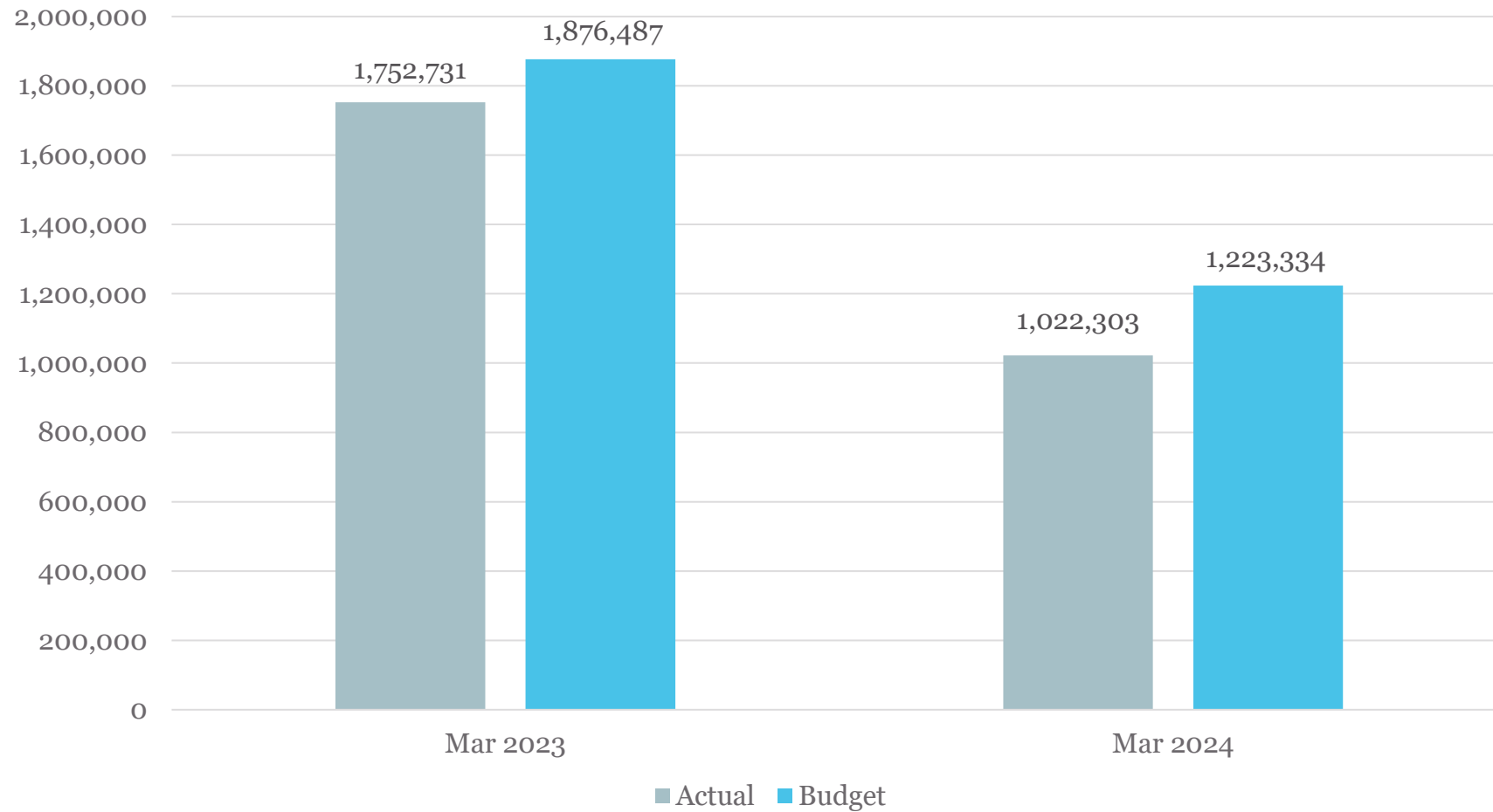
Willemarck



Q1 Financial Statement Review

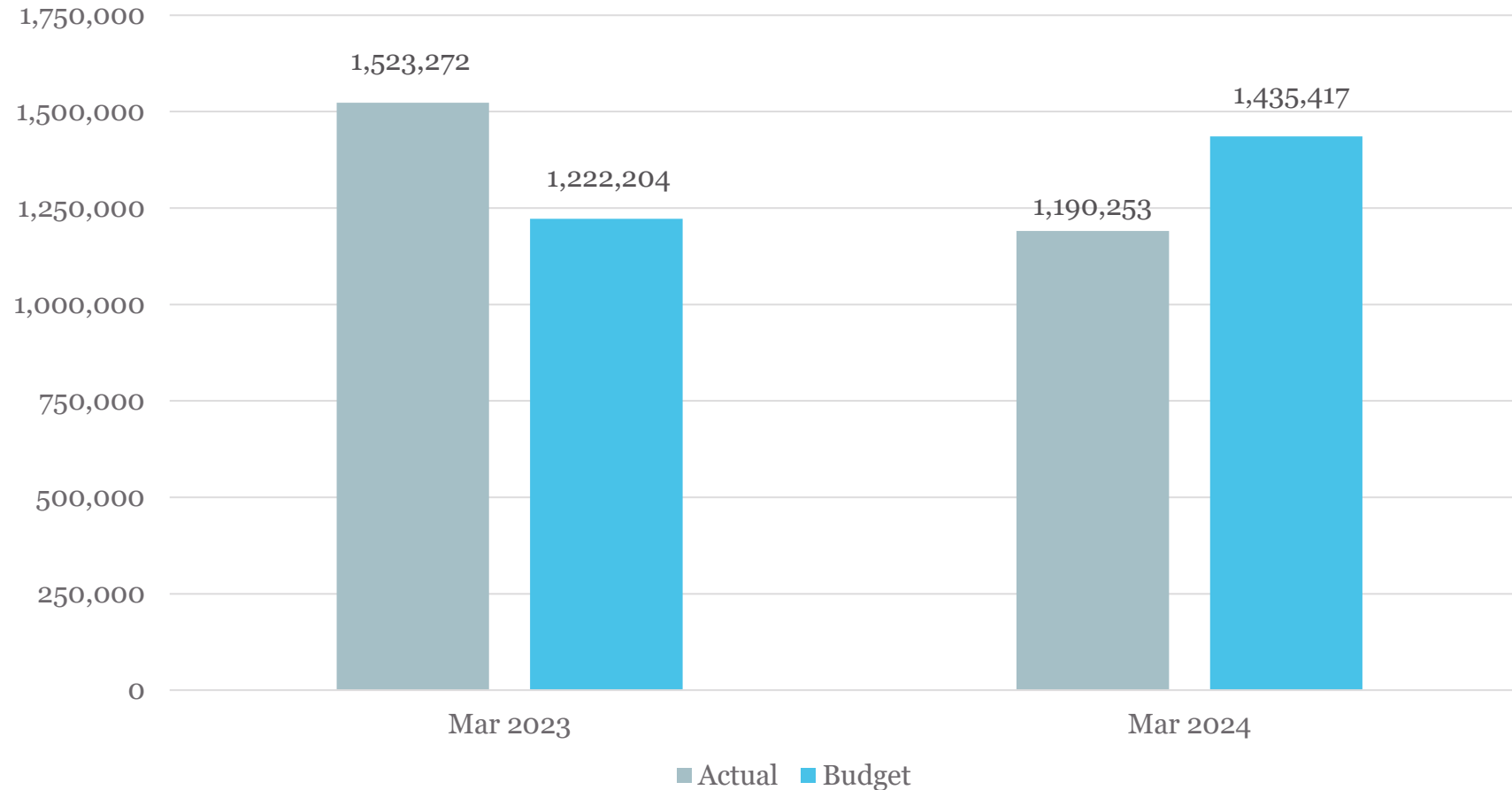
Total Operating Revenue

Actual to Budget



Total Operating Expenses

Actual to Budget



Net Income/(Loss)

Mar 2023	\$2,535,173
Mar 2024	\$2,390,779



Statement of Financial Position- As of March 31,

	2024	2023
Assets		
Cash	\$290,122	\$196,923
Investments	61,218,661	51,938,295
Beneficial Interest in Trust	59,815,516	52,144,214
Other Assets	3,950,467	5,414,609
Total Assets	\$125,274,766	\$109,694,041
Liabilities & Net Assets		
Total Liabilities	\$3,887,103	\$3,645,703
Net Assets Without Donor Restriction	40,369,782	35,838,789
Net Assets With Donor Restriction	81,017,881	70,209,549
Total Net Assets	121,387,663	106,048,338
Total Liabilities and Net Assets	\$125,274,766	\$109,694,041

Audit & 990 Update & Timing

	AUDIT	990
Status	Fieldwork Complete Review & Reporting In Process	Required schedules provided 990 Preparation In Process
Draft to Audit Committee	April 30 th	May 8 th
Audit Committee Presentation	May 10 th	May 10 th
Summary & Board Vote	Send: May 10 th Due: May 13 th	Send: May 10 th Due: May 13 th
Finalize & Issue	May 15 th	May 15 th



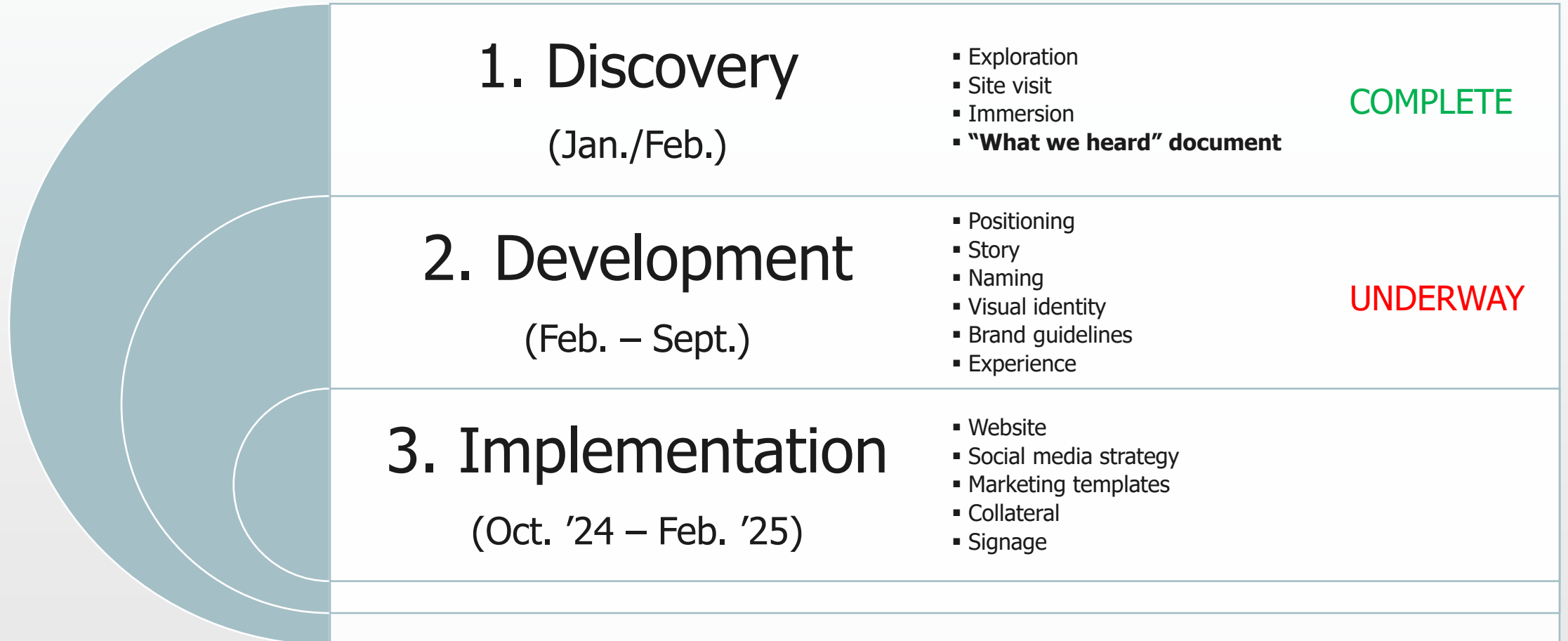
Brand Update

Hornsby

BLUF

- Phase II (development) underway
- Internal website planning/action underway
- Managing costs as we go
- **On track**

Process and Timeline



Phase I. What We Heard - Goals

- Enhance and safeguard brand with development of new brand
- Ensure new brand bridges past, present and future
- Ensure grads see themselves in the new brand
- Create brand that allows continuous improvement in what we manage and offer



Phase I. What We Heard – New Direction

- Desire to be leading supporting nonprofit
- Influence and impact on lives of current cadets and grads
- Quality over quantity with member benefits
- Welcoming families while regarding grads as Long Blue Line
- Celebrating success and excellence
- Educating and continually informing stakeholders

Guiding Principles

WE HAVE IN PLACE

Vision

STATEMENT

To be an Association and Foundation of influence and impact, supporting the Academy's enduring mission of developing leaders of character for the nation, and providing a lifetime of service to the Long Blue Line.

Mission

STATEMENT

Together, we support the Academy, serve our graduates and preserve the heritage of the institution.

1

2

3

Strategic Priorities

Engagement – Philanthropy – Stewardship – Communication – Organizational Excellence

Core Values

To be determined by the organization in the coming weeks

Today

IN REVIEW

Today, our brand(s) are in an identity crisis. Mostly because people don't know of the AOG, AFAF or both. But equally challenging is the assumption that we are a product of the Academy.

With our expectation for growth in the near future, as well as our existing group of branded programs and entities, this new brand must be all-encompassing and flexible.

Over time, marks have been created that compete with your overarching brand. Consolidating these identities will go a long way in a cohesive branded house structure.



The Branded House borrows form the master brand for all future ventures. The House of Brands creates new identities for each venture, segmenting it from the master brand. Aligning with a Branded House creates a cohesive and solid brand, with all roads leading back to the master brand. We mentioned that we'd like to "give credit" back to the Association and Foundation.

Branded House



House of Brands



A group of Air Force Academy cadets in olive green uniforms and blue caps are saluting. The central figure is a Black woman with glasses, her hand to her forehead. Other cadets are visible in the background, also saluting. The scene is outdoors with a blurred American flag in the distance.

United States Air Force Academy Association & Foundation

OR

A&F

• MESSAGING TAKEAWAYS •

The Association and Foundation do a wonderful job of telling the story of the Academy and its graduates. We now need to tell *our* story. What we do every day that is unlike any other organization.

The single biggest takeaway from your survey appears to be the importance of one's personal experience with the Academy. Therefore, members and donors need to see themselves in the branding.

For graduates, this membership isn't free – it was paid for with blood, sweat and tears over four years as a cadet. Simply being a member isn't enough. We need to energize, educate and inspire our audience to engage and to give.

Ultimately, it is a relationship that this brand trades in.
A relationship fostered by a sense of purpose and meaningful engagement.

Investment

Item	Price
Brand <ul style="list-style-type: none">▪ Discovery▪ Development▪ Implementation	\$159,000
Website	\$66,800
Total	\$225,800

Next Steps

- Complete phase II (brand development)
- Inputs this summer from primary decision makers, opinion leaders and sounding board participants
- Thoughtful, well-timed board engagement – no surprises





Thank You

Committee Updates



Finance and Investment Committee

Strebe

2024 CEO Bonus Structure



Governance Committee

Almand

Bylaws Review: Article VIII

ARTICLE VIII. Committees

Section 6. Standing Committees:

a. Finance and Investment Committee: The Finance and Investment Committee composition and size shall be determined by the Board and will include at least two directors. The Finance and Investment Committee shall be chaired by a ~~director~~ **the treasurer**. Members shall be experienced in financial or business management. The Finance and Investment Committee shall review the AOG's Financial Management and Investment Policy (FMIP), financial condition, investment portfolio and budget, and make recommendations to the Board for modifications as appropriate. The Finance and Investment Committee may establish in the FMIP an investment subcommittee composed of highly qualified professionals to make and manage investments.

ARTICLE VIII. Committees cont.

Section 6. Standing Committees:

d. Governance Committee: The Governance Committee composition and size shall be determined by the Board and will consist of AOG graduate members, at least two of whom must be directors. The Governance Committee shall be chaired by the Vice Chair of the Board. Duties of the committee include:

iii. **Biennially** ~~conducting periodic~~ **a** reviews of the AOG Bylaws and ensuring that AOG practices are consistent with the Bylaws.

iv. **Coordinating periodic board performance evaluations.**

Bylaws Review: Article XII

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

Section 1. Board Proposed: The Bylaws will be reviewed **biennially** periodically by the Governance Committee. The Board may propose and approve amendments to the Bylaws and/or Articles of Incorporation. All amendments must be approved by two-thirds majority of the entire Board. Bylaw changes are effective immediately upon approval, unless otherwise specified.

Section 3. Membership Voting: 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.

Section 5. Effective Date of Adoption of **Membership Proposed Bylaws and Amendments:** The vote is concluded, and revisions and amendments adopted upon certification of the election by the Board Secretary.

Bylaws Review: Article XIII

~~**ARTICLE XIII. Transition:** For transition to these revised Bylaws, the terms of office for directors elected in 2021 will begin at the regularly scheduled May 2021 Board meeting.~~

Motion to Approve Changes to Bylaws

MOTION: The Governance Committee moves that the Board approve the changes to Bylaws Articles VIII, XII, and XIII as presented. (There are no proposed changes to Articles IX - XI at this time.)



Class Advisory Senate

Helms

Class Advisory Senate

- CAS Speaker Dr. Thomas D. Torkelson, Col (ret.), USAF '92
Deputy Director, Center for Character and Leadership
Development
- Letters to Class Presidents for delinquent Senators
- 1DAY1USAFA Campaign challenge to CAS

Nominating Committee

Przybyslawski

Nominating Committee: Election Preparation

EMMA PRZYBYSLAWSKI '10

HANS MUEH '66

TRAPPER CARPENTER '73

NATE DIAL '10

JOE BLEDSOE '11

Agenda

- Upcoming Election Timeline
- Desired Attributes Discussion
- What's next?

2025 Election Timeline

- 1 June 2024: Windows open for candidate submissions
- 7 October 2024: Window closes for candidate submissions
- 18 October 2024: Board Finalizes list of candidates on ballot
- 3 February 2025: Election voting begins
- 3 March 2025: Election voting ends
- April 2025: New directors seated

2023 Election Attributes

Five Open Seats in 2023 Election

- **Full Commitment to AOG Board/Mission**

- Passion
- Team Player
- Willing to Network
- Leverage Personal Contacts
- Time
- Motivation to Advocate
- Energy
- Courage to Dissent

- **Diversity Reflective of AOG Membership**

- Balanced Class Representation [particularly grads w/in 15 years of graduation]
- Ethnicity
- Geography
- Life Experience
- Religious
- Sex
- Race
- Education

- **Leadership Experience**

- Business
- Non-Profit
- Military
- Board
- Government

- **Communication Skills**

- Good Listener
- Willing Speaker
- Proficient Writer & Speaker
- Proficient w/ Social Media

- **Financial Awareness**

- Budget
- Tax
- Contracting
- Investment

- **Legal Awareness**

- Business
- Civil
- Financial
- Legal Ethics
- Military

**The Board is in particular need of candidates who are serving in the military, those in the classes of the 90s to recent graduates, as well as those with leadership experience in Budget and Investment Finances or non-profit legal matters.*



Proposed Election Attributes Five 2025

Scorecard for Board

- **Full Commitment to AOG Board / Mission**

- Passion
- Courage to Dissent
- Motivation to Advocate
- Team Player
- Time
- Willing to Leverage Contacts
- Energy
- Willing to Network

- **Previous Board Experience**

- Private Sector
- Public Sector
- Non-Profit

- **Professional Skillsets**

- Legal / Staff Judge Advocate
- Marketing + Story Telling
- Finance
- CEO, COO, CFO, CMO, or CPO/HR experience

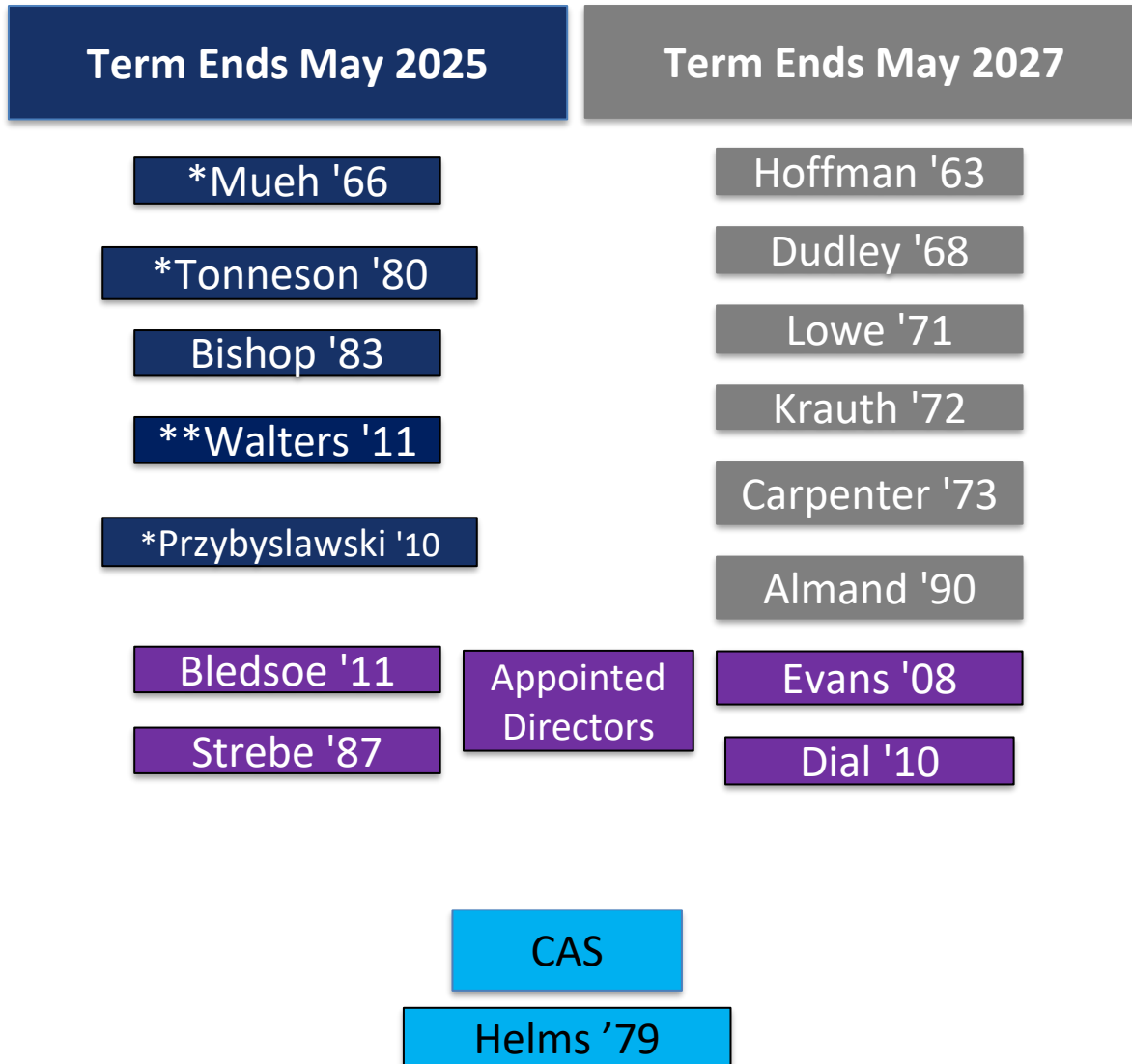
- **USAFA/AOG/Foundation Connection**

- Former Supt/Comm/Dean/AOC/Faculty
- Service Academy Selection Committee
- Class Advisory Senate Representative
- USAFA Admissions Officer
- Former Board Chair/Vice-Chair
- Parent's Club Officer
- Officer of AOG Chapter
- AOG Affinity Group Officer
- Air Liaison Officer
- USAFA Sponsor Family
- Former AOG/Foundation Employee
- Former CCLD Employee / Officer

- **Recognition**

- USAFA/AOG Award post-graduation (Jabara, YAEA, DG, LAA, Sullenberger, etc.)
- NCLS Speaker (Leader who USAFA wants in front of cadets/USAFA staff)
- Saber Society Member or Polaris Society Member
- Military and/or Industry Award Recognition

2025 Election Example



Class Decade	# Directors
1960s	3
1970s	3
1980s	3
1990s	1
2000s	1
2010s	4

What's next?

- Skills and Attributes approved
- Socialization to membership on election process changes and desired attributes
 - AOG Staff to engage
 - Chairman's Checkpoints article
- Publishing of desired attributes by 1 June 2024 with nomination window open

Committee Plan

- Skills and Attributes List:
 - Approved by the Board
 - Published for the membership
 - Basis for matrix scoring approach applied to all candidates
- Candidates Role in Fall 2024:
 - Nomination Package
 - Petition
- Board Highlights:
 - Apply matrix to all candidates
 - Nominating Committee scores candidates to present Board 8 top scorers
 - Intent is to have Board participate in “down select” to 5 candidates
 - These will be our Board highlighted candidates on the ballot
 - Ballot includes all candidates, with highlights
- Keys to the plan:
 - Socialization – early and often (Chairman’s Checkpoints section)
 - Nailing the skills and attributes list

Committee Plan - Timeline

~~Skills / Attributes List Created~~

Skills / Attributes List Presented to Board for Discussion and Approval

Chairman and President/CEO Socialize Board Highlighting

Candidates Submit Packages / Petitions

Nominating Committee Uses Matrix to Score Candidates

Eight (8) Candidates Presented to Board – Intent is to get to five (5) Board Highlighted on the Ballot

Ballot includes all nominees, with highlights from the Board

March / April 2024

April 19, 2024

ONGOING

Fall 2024

Fall 2024

November 2024

February 2025



Board Support Policy Update

Strebe



Honorary Membership Analysis

Mueh

Honorary Membership

From 14 May 2021 minutes

XVI. Committee Updates

a. Governance Committee

Director Mueh brought up the requirement that there be a unanimous vote for an Honorary Membership to be approved. He was concerned that it posed a potential for black-balling a nominee. A discussion ensued about whether we needed to lower the bar or whether we wanted to change the criteria with only six vacancies left. Director Dudley suggested a limit on how many times an individual may be nominated.

MOTION: Director Dudley moved and Director Mueh seconded to change the criteria for the selection of Honorary Membership to be 80% (13 of 16 Directors) and to limit the number of times a nominee may come before the Board to two. The motion passed 14-1 (Director Tonneson against).

Living Honorary AOG Members

Norma Nottingham 5/7/94 80+
Fisher DeBerry 5/12/01 85
James McCarthy 8/7/04 88
Edmund Ladeucour 5/6/11 80+
Gregory Lengyel 5/2/14 60s
John Rosa 11/8/19 73
Philip Caine 4/5/21 80s
Harvey Schiller 10/21/22 84
Erlind Royer 2/22/23 80+
Thomas Kroboth 5/12/23 80s

Malham Wakin 2/10/95 90+
William Hybl 7/14/01 80+
Nancy Burns 5/14/05 70s
Janet Edwards 8/3/12 60s
Andrew Armacost 8/2/19 50s
Orwyn Sampson 8/7/20 80s
Dale Condit 7/22/22 80+
James Head 2/22/23 80+
Gene Miranda 5/12/23 80+
Bob Vasquez 10/12/23 70s

Break

- Lunch
- Cadet Presentation
- Executive Session