



***AOG Board of Directors Special Meeting — 3 April 2026***

**Approved**

***Open Session Only***

**BOARD OF DIRECTORS SPECIAL MEETING**

**3 April 2026 — Meeting Minutes (Open Session) Meeting Held via Zoom**

**Board Directors Present:**

Cathy Almand '90, Chair; Lee Krauth '72, Vice Chair; Christopher "Mookie" Walker '88, Secretary; Christian Evans '08, Treasurer; Hank Hoffman '63; Garry Dudley '68; Bob Lowe '71; Dan Bohlin '71; William Carpenter '73; Denny Merideth '73; Robert Bishop '74; David Thompson '85; Nathan Dial '10; Jennifer Walters '11.

**Board Directors Absent:**

Alexander Fogassy '12; John Cinnamon '91, President, Class Advisory Senate.

**AOG Staff / Counsel Present:**

Skip Morgan '72, Of Counsel.

**I. Call to Order**

Chair Almand called the meeting to order at **11:40 a.m. MDT**. She began by acknowledging breaking news of an F-15 mishap and asked the Board to observe a moment of silence. Directors noted that one crew member had been rescued and search efforts continued for the second.

She confirmed that notice of the special meeting was issued on **19 March 2026**, in accordance with **AOG Bylaws Article V, Section 7(b)**. She emphasized that the **sole purpose** of the meeting was to consider the **CEO contract renewal and compensation adjustment**, and that no other business would be conducted.

**II. Roll Call / Quorum Confirmation**

Secretary Walker conducted roll call. **14 of 16 Directors** were present, establishing a quorum.

### **III. Chair's Opening Remarks**

Chair Almand delivered a detailed statement intended to frame the meeting's significance. She emphasized:

#### **1. The CEO Evaluation as a Core Fiduciary Duty**

She reminded Directors that the Association exists to serve the Long Blue Line and that the CEO evaluation is one of the Board's most consequential responsibilities. She stressed that the process must reflect fairness, rigor, and alignment with mission.

#### **2. Organizational Stability and Staff Morale**

She expressed concern that the Board's recent internal disputes had created instability. She noted that staff were not merely observing the conflict but "absorbing it," and that prolonged uncertainty undermines the CEO's ability to lead effectively.

#### **3. The AOG–Foundation Partnership**

She highlighted that the AOG and Foundation share a CEO, staff, facility, and strategic plan. The partnership depends on trust and good faith. She warned that the Foundation Board was watching the AOG Board's conduct closely and that governance instability could jeopardize the partnership.

#### **4. The Importance of Conduct**

She urged Directors to consider not only their votes but also their behavior, stating that "how we conduct ourselves matters." She asked Directors to engage constructively and to avoid personalizing disagreements.

Her remarks set a tone of seriousness and underscored the broader institutional implications of the decision.

### **IV. CEO Performance Review Summary (Expanded)**

Treasurer Evans, Co-Chair of the Joint CEO Executive Compensation Committee, presented a comprehensive summary of the CEO's evaluation.

#### **1. Process Overview**

Evans explained that:

- Directors from both Boards were invited to submit written evaluations by March 11.

- The committee reviewed all submissions, including narrative comments and numerical ratings.
- The evaluation was conducted jointly with the Foundation's compensation committee.
- The CEO's performance was assessed against five established bonus metrics.

## 2. Key Strengths Identified

Evans reported broad agreement on several strengths:

- **Strategic leadership:** The CEO provided clarity and direction during a period of governance turbulence.
- **Professionalism under stress:** Directors noted his composure during contentious Board interactions and public controversy.
- **Fundraising performance:** The CEO materially exceeded fundraising targets, contributing to a strong financial year.
- **Operational execution:** Major initiatives — including the transition to Doolittle Hall, digital modernization, and organizational restructuring — were completed successfully.
- **Team leadership:** The senior staff remained cohesive and high-performing despite external pressures.

## 3. Areas for Improvement

Evans noted that Directors identified several areas for continued development:

- **Alumni participation:** While fundraising was strong, participation metrics lagged.
- **Chapter engagement:** Directors expressed a desire for more robust chapter support and clearer metrics.
- **Risk anticipation:** Some Directors believed the CEO could have anticipated governance challenges earlier.
- **Succession planning:** Directors encouraged deeper bench-building within the senior staff.
- **Affiliate coordination:** Opportunities exist to strengthen alignment with external partners.

## 4. Overall Assessment

Evans stated that while Directors differed in emphasis, the majority expressed confidence in the CEO's leadership and supported the committee's recommendation.

## **V. Director Remarks**

### **Vice Chair Krauth**

Krauth delivered prepared remarks that were notably personal and emphatic. He stated:

- The CEO had guided the organization through a “very contentious and difficult transition period.”
- He believed the CEO's leadership prevented the AOG and Foundation from fracturing into separate entities, as had occurred at other academies.
- The CEO had endured “character assassinations” and a “landmine field” of governance challenges with humility and professionalism.
- He viewed the CEO as embodying USAFA's values and deserving of the maximum compensation allowed.

### **Other Directors**

Several Directors expressed appreciation for the clarity of the evaluation process. Others indicated they had concerns to raise during executive session, particularly regarding compensation structure and governance dynamics.

## **VI. Main Motion Introduced (Open Session)**

Chair Almand read the full motion:

**WHEREAS**, the annual evaluation of the Chief Executive Officer has been conducted through a process led by Association of Graduates (AOG) Treasurer, Christian Evans and Air Force Academy Foundation (Foundation) Compensation Committee Chair, Steve MacLeod, which included gathering feedback from members of both boards of the AOG and the Foundation regarding the CEO's performance; and

**WHEREAS**, the results of this feedback were shared with both Board Chairs, Cathy Almand and Alex Gilbert, and together this group reviewed the CEO's performance and evaluated the CEO's achievement of the 2025 bonus metrics; and

**WHEREAS**, based on this evaluation, the group has recommended certain actions regarding the CEO's contract renewal and compensation.

**THEREFORE, BE IT MOVED** THAT the Board approves the renewal of the CEO's employment contract for an additional four (4) year term; and **BE IT FURTHER MOVED** THAT via electronic vote the Board approves a three percent (3%) cost-of-living adjustment to the CEO's current base salary of \$350,000, resulting in a new annual base salary of \$360,500; and **BE IT FURTHER MOVED via electronic vote** that the Board approve the award of the maximum annual performance bonus equal to twenty-five percent (25%) of the CEO's annual salary (\$87,500) in recognition of the CEO's successful achievement of the established 2025 bonus metrics.

**Second:** Director Krauth.

#### **VII. Motion to Enter Executive Session**

Director **Hoffman** raised the need for executive session due to personnel matters.

**MOTION:** Board Chair Almand moved to enter executive session under **Bylaws Article V, Section 8(c)**. **SECOND:** Director Lowe. **VOTE:** Unanimous.

**Executive session began at 11:59 a.m. MDT.**

#### **VIII. Return to Open Session**

**MOTION:** Board Chair Almand moved to return to open session. **SECOND:** Director Dudley. **TIME: 12:42 p.m. MDT VOTE:** Unanimous.

#### **IX. Vote on Main Motion (Open Session)**

The Board re-took the vote in open session for transparency.

#### **Final Vote Breakdown (Open Session):**

##### **YES (10):**

Almand, Krauth, Evans, Dudley, Lowe, Carpenter, Thompson, Dial, Walters, Merideth.

##### **NO (4):**

Hoffman, Bohlin, Bishop, Walker.

##### **ABSTAIN:**

None.

**ABSENT (2):**

Fogassy, Cinnamon.

**The motion passed.**

**X. Additional Open-Session Comments**

- **Director Bishop** urged clearer CEO evaluation metrics tied to bylaws and governance documents.
- **Secretary Walker** encouraged transparency by directing graduates to review both AOG and Foundation Form 990 filings.

**XI. Adjournment**

Chair Almand adjourned the meeting at **12:47 p.m. MDT.**

Presented by Director Walker