



Board of Directors  
Governance Policies  
6th Edition  
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**POLICY 1.0:** Ends Statement

**POLICY CATEGORY I:** Ends

**PURPOSE:** The Association of Graduates (AOG) is an engaged, unifying community supporting the Long Blue Line and the Academy's enduring mission of developing leaders of character for the nation.

**ENDS:** To pursue our purpose and to serve and support the United States of America, the Department of the Air Force, the United States Space Force, the United States Air Force Academy and the graduate community by:

- a. Providing leadership, communication, and lifelong support to all Academy graduates and friends of the Academy and promoting camaraderie among them.
- b. Working in partnership with the Academy to produce and foster graduates with an enduring commitment to integrity, excellence, and service.
- c. Celebrating and encouraging the service of graduates to their communities and our nation.
- d. Documenting, preserving, and honoring the heritage of the Academy, our common traditions, and the accomplishments of our graduates.

**POLICY 2.0:**

General Executive Constraints

**POLICY CATEGORY II:**

Executive Limitations

**POLICY NARRATIVE:**

As a fiduciary to the Association of Graduates, the CEO is bound by the Duty of Care, Duty of Obedience, and the Duty of Loyalty

2.1 Duty of Care

a. Members: With respect to interaction with members or those applying to be members, the CEO shall take care that members' personal information is appropriately safeguarded, and that personal information collected is limited to that necessary to accomplish AOG objectives and reasonable member expectations.

b. Professional staff and volunteers. The CEO shall take care to ensure working conditions for professional and volunteer staff which are safe, dignified, and professional.

1. The CEO shall prepare, update, and maintain an employee handbook, ensuring staff members are properly trained thereon, and which shall, *inter alia*, provide for the handling, processing and resolution of grievances;

2. All employment of professional staff is to be "at will."

3. Grievances, complaints, and professional disagreements brought by employees in good faith and based upon credible evidence through prescribed processes shall not be the basis for retaliatory action;

4. A grievance may be brought directly to the Board of Directors through the Chair of the Audit Committee when:

(i) Internal grievance processes have been exhausted; and

(ii) Resolution is not possible through internal mechanisms and processes

c. Financial planning

1. The CEO and staff shall align financial planning with the Board's Ends priorities, and

2. Financial planning shall contain sufficient information to enable projection of revenues and expenses and distinguish between capital and operational expenses;

3. The CEO and staff shall strive for a balanced budget, exceeding budgetary limits only for good cause shown and with the approval of the Board of Directors; and

4. Promptly discharge payroll and other obligations, taking care that the AOG is not over-obligated from the approved budget. In this regard, the CEO shall not:

a. Approve a single purchase or commitment greater than \$100,000 without Board approval or as authorized by the approved budget;

b. Acquire, encumber or dispose of real property, except that AOG may lease its real property;

c. Revenue and fundraising:

1. All revenue and sources thereof shall be in accordance with law and the mission and values of the AOG;

2. Donor-restricted funds shall only be spent in accordance with and bounded by the limits of the Donor's direction;

3. All Federal and State requirements for tax and fundraising reporting shall be timely filed;

4. The CEO shall ensure that necessary documentation to keep the AOG in good standing with the Colorado Secretary of State is timely filed.

e. Continuity – the CEO will have no fewer than one and preferably two

other members of the executive/management team who are familiar with Board and CEO duties, processes, and relationships and who are able to seamlessly assume their duties.

f. The CEO and staff shall strive to produce programs/events/services exceeding industry standards and achieving excellence in all respects. This includes but is not limited to:

1. Planning and producing well-organized events and services which comply with applicable legal requirements;
2. Providing appropriate support and financial management functions as specified in the Cooperative Operating Agreement;

## 2.2 Duty of Obedience

- a. The CEO in coordination with the CFO shall use best efforts to conform AOG budgeting, financial posture, and fiscal policy to the AOG mission, Board objectives, sound principles of financial management, and Colorado and Federal law pertaining to nonprofit 501(c)(3) organizations; This includes, but is not limited to:
  - i. Timely settlement of payroll and accounts payable
  - ii. Ensuring expenditures match budgeting and priorities;
  - iii. Ensuring expenditures are consistent with the purposes of and limitations on nonprofits under State and Federal law and regulation;
  - iv. Conforming to the federal and state requirements for filing, payments and disclosures of financial, employment and personnel information;
  - v. Ensuring fundraising complies with all state and federal requirements;
  - vi. Establishing controls to ensure compliance with legal and regulatory requirements ;
  - vii. Ensuring transactions are transparent, lend themselves to professional audit, and are in conformance with generally acceptable accounting practices;
  - viii. Putting processes in place to ensure timely filing of tax returns and annual re-certification of the AOG with the Colorado Secretary of State
- b. The CEO shall honor and adhere to the provisions of the current AOG/AFA Foundation Cooperative Operating Agreement as approved by the Board of Directors

## 2.3 Duty of Loyalty

1. The CEO and management staff owe a duty of loyalty to the AOG and the Board of Directors. In particular, the CEO shall be proactive to protect the AOG and the Board against actions or neglect tending to discredit or reflect adversely upon the AOG. Such actions include but are not limited to:
  - a. Employee theft, casualty losses, and liability claims;
  - b. Exposure of the AOG, its Board and staff to liability claims;
  - c. Adverse publicity or situations tending to tarnish the AOG's public image or credibility;
2. The CEO shall keep the Board of Directors informed of relevant trends and anticipated adverse media coverage, and in coordination with the Board Chairman shall take action to ensure the AOG is in front of such trends or coverage;
3. Where, in the CEO's opinion, the Board and/or individual Directors are not in compliance with its Bylaws and/or policies on Governance Process, disregard fiduciary duties, or exhibit behavior detrimental to Board/Staff working relationship, advise Board leadership and take action in coordination therewith to address the noncompliance and correct it;

4. The CEO shall provide the Board through its Chair with reasonable administrative and logistical support but may refuse such support if it poses an unreasonable burden on staff or comes from individual members or committees outside of the Board's processes.

5. As a general rule, the CEO shall deal with the Board as a whole except as may be necessary to fulfill reasonable requests for information, or a director or committee duly charged by the Board.

2.4 With respect to the AOG's actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies. Accordingly, the CEO shall not:

- a. Expend more funds than have been received in the fiscal year to date except as budgeted.
- b. Fail to settle payroll and payables in a timely manner.
- c. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- d. Make a single purchase or commitment of greater than \$100,000 without Board approval, except as authorized by the approved budget.
- e. Execute a check with single signature for more than \$5,000 (except contractual agreements which may be executed by single CEO or controller signature).
- f. Acquire, encumber or dispose of real property (exception: leasing of AOG's real property).
- g. Fail to aggressively pursue material receivables after a reasonable grace period.
- h. Obtain revenues from sources that are not, in fact and appearance, legal and consistent with the mission and values of the AOG.
- i. Use restricted funds for purposes other than stated without donor approval.
- j. Fail to exercise adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
- k. Allow there to be secret funds.
- l. Allow there to be un-auditable transactions. (Exception: The CEO may provide a maximum cash advance of \$100 per full day of travel.)
- m. Pledge any of the assets of the corporation as security within any contracts.
- n. Allow the expenditure of organizational funds for travel purposes which are not specifically related to or consistent with the AOG's purpose and functions.

2.5 The CEO shall not allow the assets of the AOG to be unprotected, inadequately maintained or unnecessarily risked. Accordingly, he or she may not:

- a. Fail to insure against
  1. Theft and casualty losses to at least replacement value
  2. Liability losses to Board members, staff, and the organization itself in an amount at least equal to the average for comparable organizations, and
  3. Employee theft and dishonesty.
- b. Allow un-bonded personnel access to material amounts of funds.
- c. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
- d. Unnecessarily expose the AOG, its Board or staff to liability claims.
- e. Make any purchase wherein normally prudent protection has not been given against conflict of interest of over \$50,000 without having obtained comparative bids and prices.
- f. Fail to protect intellectual property, information and files from loss or significant damage, in accordance with commonly accepted business practices.
- g. Fail to inventory and maintain physical property with safeguards to minimize/prevent loss, damage or theft.

- h. Receive, process, account for, and disburse funds under controls that are insufficient to meet the current Board auditor's standards.
- i. Endanger the AOG's public image or credibility.
- j. Change the organization's name or substantially alter its identity.

2.6 The CEO will not fail to invest in accordance with the current Board-approved Financial Management and Investment Policy (FMIP).

2.7 To protect the Board from sudden loss of chief executive services, the CEO and the President and COO will have no fewer than one (1) but preferably two (2) other members of the executive/management team familiar with Board and CEO issues and processes.

2.8 With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image. Accordingly, the CEO may not:

- a. Change the CEO's own compensation and benefits, except for a change in benefits that is consistent with a package change for all other employees.
- b. Promise or imply anything other than "at-will" employment.
- c. Establish current compensation and benefits which deviate materially from generally accepted salary ranges within the industry and geographic area/region for employees with similar experience, expertise, and responsibilities.
- d. Create obligations over a longer term than revenues can be safely projected, and in no event longer than one year.
- e. Establish or change retirement benefits so as to cause unpredictable or inequitable conditions.

2.9 The CEO shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, the CEO may not:

- a. Fail to have a current plan to achieve the Board's Ends.
- b. Fail 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.
- c. Fail to inform the Board 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.
- d. Fail to notify the Board, in advance when feasible, of material planned internal changes.
- e. 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 working relationship between the Board and the CEO.
- f. Fail to provide for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.
- g. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types:
  - 1. Monitoring
  - 2. Action Item, and
  - 3. Incidental ("FYI").
- h. Fail to provide the Board with reasonable administrative and logistical support for official Board, officer or committee communications and functions.

- i. Fail to deal with the Board as a whole except when:
  - 1. Fulfilling reasonable individual requests for information, or
  - 2. Dealing with an officer or committee duly charged by the Board.
- j. Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the Board.
- k. Fail to supply for the consent agenda all items delegated to the CEO or required by law or contract to be Board approved, along with the monitoring assurance.

2.10 With respect to the programs/events produced and services provided by the AOG, the CEO shall not fail to ensure that these programs/events/services meet or exceed industry standards for excellence in programming, safety, and participant/audience amenities. Accordingly, the CEO may not fail to:

- a. Produce and implement operational planning to ensure that the event(s)/services are well organized and are safe for all attendees.
- b. Design logistical plans which comply with all applicable legal requirements, and which facilitate crowd comfort, safety and enjoyment of the event(s).
- c. Purchase supplies for resale to members, when appropriate, to take advantage of group buying power.
- d. Provide appropriate support and financial management functions, as specified in the Cooperative Operating Agreement or other agreements.

2.11 With respect to DoD, USAF, USSF, or USAFA policies that do not materially impact the AOG, the CEO will not render an official opinion or recommendation on such matters, unless formally cleared to do so by the Board of Directors.

2.12 CEO will not fail to abide the provisions of the current AOG/AFA Foundation Cooperative Operating Agreement as approved by the Board of Directors, nor fail to:

- a. Consider the business and fund-raising opportunities that arise from this agreement.
- b. Proactively support AFA Foundation fund-raising activities that will directly benefit the AOG.

2.13 The CEO will not fail to immediately address major findings on the annual audit report.

**POLICY 3.0:** Governance – Management Connection

**POLICY CATEGORY III:** Board/Staff Linkage

**POLICY NARRATIVE:**

The Board's sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer (CEO).

- 3.1 Only officially passed motions of the Board are binding on the CEO.
  - a. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically delegated this authority.
  - b. If Board members or committees request information or assistance without Board authorization, the CEO can refuse such requests that require, in his/her opinion, a material amount of staff time or funds and/or pose disruption to staff duties.
  - c. The Board may be involved in employee issues as indicated in the AOG personnel guide.
  - d. The Board will view CEO performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and compliance with Executive Limitations will be viewed as successful CEO performance.
  
- 3.2 The Board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.
  - a. The Board will develop and maintain policies instructing the CEO to achieve certain results, for certain recipients in a prioritized scheme. These policies will be developed systematically and called Ends policies. All issues that are not Ends issues, as defined here, are means issues.
  - b. The CEO will make inputs to the development of Board policies, including organizational Ends, to the Board as he/she deems appropriate.
  - c. The Board will develop and maintain policies which limit the latitude the CEO may exercise in choosing the organizational Means that support the AOG Operational Plan. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board even if they were effective in accomplishing the AOG Operational Plan. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
  - d. As long as the CEO uses any reasonable interpretation of the Board's approved Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
  - e. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. However, as long as any particular delegation is in place, the Board will respect and support the CEO's choices.
  
- 3.3 The Board will monitor and evaluate CEO performance in such a way as to have systematic assurance of policy compliance, and successful execution of the AOG Operational Plan. Monitoring of CEO job performance will be against the expected CEO job outputs: development of the AOG Operational Plan, organizational execution of the Operational Plan, and organizational operation within the boundaries established in the Executive Limitations. To assist the Board's monitoring of CEO performance, the CEO will:

- a. Annually: Present to the Board the AOG's upcoming fiscal year Budget for Board review and approval. Linkages between the Budget and the AOG Operational Plan will be highlighted.
- b. Annually: Present an update of the AOG Operational Plan for Board at the Board meeting immediately preceding the annual presentation of the coming year Budget.
- c. Annually: Present a year-end Financial Report.
- d. Quarterly: Present a Financial Report of the previous quarter performance.
- e. Quarterly: Present metrics linked to the Operational Plan showing progress toward accomplishment of the AOG Operational Plan, and present any changes made to the execution of the Operational Plan in the previous quarter.
- f. Quarterly: Present one quarter the number of Monitoring Reports, which will detail continued adherence to the General Executive Constraints in Policy 2.0, along with any explanation of pertinent information.

3.4 The Board may acquire monitoring data by one or more of two methods:

- a. By internal report, in which the CEO discloses compliance information to the Board.
- b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies. By direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- c. In every case, the standard for policy compliance shall be any reasonable CEO interpretation of the Board policy being monitored.

**POLICY 4.0:**

Governance Commitment

**POLICY CATEGORY IV:**

Governance Process

**POLICY NARRATIVE:**

The purpose of the Board of Directors, on behalf of the membership, is to ensure that the AOG achieves the Board's Ends at an affordable cost and avoids unacceptable actions and situations.

- 4.1 The Board will govern with an emphasis on vision and mission, integrity and truthfulness in all methods and practices, outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership rather than administrative detail, clear distinction of Board and CEO roles, collective rather than individual decisions, future rather than past or present, and pro-activity rather than reactivity. Accordingly:
- a. The Board will not allow any activity or circumstance that is unlawful, imprudent, or in violation of commonly accepted business professional ethics.
  - b. The Board meetings, with the exception of matters dealing with personnel or a sensitive nature, shall be open to its members.
  - c. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The staff may initiate discussion of Board policy. The Board will use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
  - d. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about Ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.  
The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, participation, preparation for meetings, policymaking principles, and respect of roles, and ensuring the continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
  - e. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board/Staff Linkage categories.
  - f. Each member of the Board will support the final determination of the Board concerning any particular matter, irrespective of the member's personal position concerning such matter.
- 4.2 The Board assumes full responsibility for ongoing and rigorous examination, debate and, revision of its policies. The establishment and maintenance of these policy "products" from value considerations and Board member perspectives and deliberations is the essence of the Board's role as an outward-looking and future-oriented governing body. Accordingly:
- a. All policies of the Board are contained in this document, the Financial Management and Investment Policy, or the AOG/AFA Foundation COA, and they remain in effect, unless amended or deleted by Board action.
  - b. Ends policies are results-based. Thus, their revision as well as the development of new Ends policies will be a continuing priority of the Board.
  - c. Additions and changes to the written policies and procedures of the Board will be made allowing for full and careful consideration by the Directors. Unless waived by Board motion, the Board will follow the process diagrammed at Table 1.

- 4.3 The primary contribution and role of the Board is to represent the membership in determining and demanding appropriate organizational performance. Therefore, as the Board has its own distinct role in contributions to the AOG, this policy outlines the specific job products for which the Board assumes responsibility. Accordingly:
- a. The Board will produce the linkage between the AOG and the membership (the population on whose behalf the Board serves as trustee)
    1. Needs Assessment: The Board will strive to identify the needs of the membership as they relate to the AOG's activities and scope of influence and shall translate such knowledge into the articulation of Ends policies.
    2. Advocacy: The Board will act as the ambassadors from the AOG to the membership and shall take steps to inform the membership of the AOG's present accomplishments and focus on the future.
  - b. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision:
    1. ENDS: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good, for which recipients, at what cost).
    2. EXECUTIVE LIMITATIONS: Constraints on executive authority which clarify the prudence and ethics boundaries within which all executive activity and decisions must take place.
    3. GOVERNANCE PROCESS: Specifies how the Board conceives, carries out and monitors its own task.
    4. BOARD/STAFF LINKAGE: How power is delegated, and its proper use monitored; the CEO role, authority and accountability.
  - c. The Board will assure effective CEO performance (achievement of Ends and compliance with Executive Limitations).
  - d. The Board will protect the tax-exempt status of the AOG.
  - e. The Board will have final approval of changes to the life membership dues.
- 4.4 The Board's Strategic Plan described in this section lays out how the Board will perform its role in governing the AOG. The Board Strategic Plan is executed over a two-year cycle. The Board documents its governance process in the Bylaws, Governance Policies, FMIP, and the AOG/AFA Foundation Cooperative Operating Agreement (COA). The AOG Board has four core products: 1) linkage to the membership, 2) explicit governance policies, 3) assurance of AOG performance, and 4) AOG/AFA Foundation COA. The outcome of the Board Strategic Plan is new or changed policies, where needed, for each of its four core products:
- a. Product 1: Linkage to the membership is performed in a variety of modalities including elections, Class Advisory Senate (CAS), AOG communications, chapter and affiliate relations, direct communication, and social media. The Board is responsible for reaching out to AOG members and considering member recommendations to improve linkage.
  - b. Product 2: Governing policies will be regularly reviewed to ensure they are clear and appropriate, and if found lacking, will be changed, or updated.
    1. Bylaws will be reviewed biennially by a task force appointed by the Governance Chair. The Task Force will conduct its review and report its recommendations to the Board.
    2. A chapter of the Governance Policies will be reviewed at every other Board meeting thus ensuring that the entire manual is reviewed biennially. The Governance Committee will lead the review of these chapters and recommend changes to the Board.
    3. The FMIP will be reviewed biennially by the Board. The Finance and Investment Committee will lead the review of the FMIP and recommend changes to the Board.

4. The Board's two-year Strategic Plan is developed at the end of each two-year Board cycle. Motions for changes to the Strategic Plan will be presented at the last meeting before the new Board sits. The Strategic Plan is then reviewed and updated as necessary midway through the two-year cycle.
5. The Board will review and update the Board Meeting Calendar at each meeting to plan for the subsequent meeting.
- c. Product 3: The Board will assure AOG performance by examining Board and CEO performance.
  1. Board performance will be assessed during the Strategic Plan Mid-Cycle Review and will include but not be limited to:
    - a. Board self-assessment, to include effectiveness of its Strategic Plan
    - b. Director self-assessment
    - c. Outside review when the Board deems it useful
  2. CEO performance will be assessed jointly by the AOG Board and the AFA Foundation Board through the Joint CEO Evaluation and Compensation Committee (JCECC) against written policy annually.
  3. The Chair will nominate, for Board approval, three AOG Board members to be part of the JCECC. The AOG Board members on the committee will gather input on CEO performance from the Board members and bring that input to the JCECC. The JCECC will be responsible for bonus determination (and contract re-negotiation as appropriate).
    - a. JCECC will evaluate the CEO based on the performance standards agreed upon by both Boards and the CEO annually and recommend the evaluation and compensations to both Boards for their approval.
    - b. The JCECC will complete contract re-negotiation and present it to the AOG Board and Foundation Board for approval before the contract expires.
    - c. The JCECC will recommend changes in policy to improve CEO performance and contract negotiation processes, if necessary.
- d. Product 4: AOG/AFA Foundation COA
  1. The Board will develop objectives for its relationship with the AFA Foundation and review/update them during the Strategic Plan Mid-Cycle Review session.
  2. The Chair will nominate, for Board approval, a task force to re-negotiate the COA with the AFA Foundation with time to present the COA for approval prior to current MOU expiration. Negotiations will be done by the task force members approved by the Board and will be directed at achieving the Board's objectives.
  3. The Chair will nominate, for Board approval, a Joint Coordinating Committee (JCC) to represent the Board on matters directed by the COA. Negotiations will be done by the task force members approved by the Board and will be directed at achieving the Board's objectives.
- e. The Board will follow the calendar at Table 2.
  1. The two-year cycle begins at the start of the new Board year (April meeting in odd-numbered years). Immediately after an election, nominees for the Chair are solicited through email among the existing and incoming Directors. Information is then sent out to all April meeting members describing the candidates. The first order of business at the April meeting following an election is to elect the Chair. The nominee(s) for Chair should coordinate a meeting agenda for the first meeting if there are more than one.
  2. The Chair is responsible for developing BOD meeting agendas for Board approval and ensuring that there are responsible parties assigned for upcoming tasks.
  3. The Board will review its meeting schedule at each meeting. The Board schedule is

policy but may be changed by Board approval without the requirements of the motion-to-vote process.

4. Any Board members desiring to recommend any matter for Board discussion will advise the Chair of such matter upon the call for agenda items. Proposed items must be received by the date specified.
5. The meeting agenda and packet are to be distributed to the Board at least seven days prior to the scheduled Board meeting.
  - a. By an affirmative vote of a majority of the members of the Board, or of those present at a meeting, additional matters may be added to the agenda of any Board meeting.
  - b. Throughout the year, the Board will expeditiously attend to those consent agenda items which have been delegated to the CEO yet are required by law or contract to be Board approved. A request from any Director will remove an item from the consent agenda and that item will be added, for discussion, to the regular agenda.
    - i. A request from any director will remove an item from the consent agenda and that item will be added, for discussion, to the regular agenda.
  - c. The Board will receive monitoring reports at regular Board meeting from the CEO covering compliance with Executive Limitations.

4.5 The Chair assures the integrity of the Board's process and, secondarily, represents the Board to outside parties. Accordingly:

- a. The job result of the Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  1. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the CEO.
  2. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- b. The Chair is authorized to make decisions that fall within topics covered by Board policies on Governance Process and Board/Staff Linkage, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  2. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise, direct, hire or terminate the CEO.
  3. The Chair may represent the Board to outside parties in announcing Board stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.
  4. The Chair may delegate this authority but remains accountable for its use.
  5. The Chair may recommend members and a chairperson for each Board committee, unless otherwise stipulated by Board policies or the AOG Bylaws.

4.6 The Board commits itself and its directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly:

- a. Board members must represent un-conflicted loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the AOG's services.

- b. Board members are accountable for discharging their duties honestly and in good faith. Board members shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- c. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - 1. There must be no self-dealing or any conduct of private business or personal services between any Board member and the AOG except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - 2. The Board will ensure that directors do not nominate, or receive, any awards or honors that are issued, selected, or endorsed by the Association of Graduates or its affiliated entities during their term of service.
  - 3. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from, not only the vote, but also from the deliberation.
  - 4. Board members must not use their positions to obtain staff employment for themselves, family members or close associates. Should a Board member seek staff employment, he or she must first resign.
  - 5. Board members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
- d. Board members may not attempt to exercise individual authority over the AOG.
  - 1. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized
  - 2. Board members' interaction with public, media or other entities must recognize the same limitation and the inability of any Board member to speak for the CEO, or for the Board, except to repeat explicitly stated Board decisions.
  - 3. Board members will give no consequence or voice to individual judgments of CEO or staff performance.

4.7 The leadership success of the Board is a direct result of the individual and collective participation of its members. Therefore, each Board member is expected to participate in the following ways:

- a. Attendance - As Board contemplation, deliberation and decision-making are processes which require interaction, collaboration, and participation; attendance at Board meetings is expected of all Board members. Directors must be able to afford the time away from his/her profession to attend these meetings and for related work.
  - 1. Board members owe a duty to the membership and should consider offering their resignation if they cannot serve the AOG.
  - 2. Though the Bylaws provide that any Board member who has missed two consecutive meetings may be considered to have resigned, the Board may elect to retain such members if the cause is for military duty or extraordinary circumstances over which the Board member had no control.
- b. Preparation and Participation - Board members will prepare for Board and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the Board. Each member will contribute his or her own knowledge, skills, and expertise to the Board's efforts to fulfill its responsibilities. Silence is assent.
- c. Members as Individuals - the CEO is accountable only to the Board as an organization and not to individual Board members. Accordingly, the relationship between the CEO and individual members of the Board, including the Board Chair, is collegial, not hierarchical.
- d. Voluntarism – As the functioning and success of the AOG depend largely on the involvement and dedication of member volunteers, Board members are strongly encouraged to serve as volunteers on committees, task forces and focus groups. In view of the CEO's

responsibility for operational activities and results, members of the Board choosing, as individuals, to act as operational volunteers are subject to the management and direction of the CEO or responsible staff person.

- e. Members in Good Standing – Board members must remain AOG members in good standing.
- f. Contributions – Each Board member is encouraged to make an annual financial contribution to the AOG (such as the Long Blue Line Fund) of at least \$1,000.
- g. Participation in Events – Board members are encouraged to attend and participate in events conducted by the AOG.

4.8 Board committees, when used, will be assigned to reinforce the wholeness of the Board’s job and never to interfere with delegation from Board to CEO. Accordingly:

- a. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy recommendations for Board deliberation, or in undertaking activities not delegated to the CEO. In keeping with the Board’s broader focus, Board committees will normally not have direct dealings that affect current staff operations.
- b. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
- c. Board committees cannot exercise authority over staff. Because the CEO works for the full Board, the Board will not impede the delegation of authority to the CEO by requiring any approval of executive action by a Board committee.
- d. Board committees are to avoid over-identification with organizational parts rather than the whole.
- e. Committees will be used sparingly and, except as specified in the Bylaws, other short-term tasks should be accomplished by teleconference. Each Board committee shall be assigned specific goals to be accomplished, within the limits of its authority.
- f. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.
- g. A committee is a Board Committee only if its existence and charge come from the Board, regardless of whether its composition includes Board members. The only required Board Committees are those which are set forth in the Bylaws and these policies.
- h. 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.
- i. The Board Chair shall nominate the Chair and Director members of the committees for approval by the Board. The Committee Chair shall nominate additional members for the committee for approval by the Board. The Chair and CEO shall be considered members of all committees and task forces but shall not count against AOG Director or member requirements or have voting privileges unless the Board approves their committee membership.
- j. The Global Ends Statement, “The AOG of USAFA exists for the benefit of the USAFA and its graduates to the extent of its resources”, applies to all committees.

4.9 Bylaws-Directed Standing Committees

- a. Governance

1. Composition:
  - a. The Chairperson is the Vice Chairman of the Board of Directors.
  - b. The members shall be AOG graduate members and will include at least two additional Directors.
2. Means:
  - a. Oversee and evaluate AOG governance.
    - i. Oversee Board functioning IAW its Policy Governance model.
    - ii. Ensure that AOG practices are consistent with the Bylaws.
    - iii. Ensure strategic planning (business plans) for Board Committees.
    - iv. Establish procedures for the Class Advisory Senate (CAS) to advise the Board of Directors. Ensure that the CAS has an elected president that will serve as an ex-officio member of the Board and CAS liaison.
  - b. CEO Contracts, Evaluation, and Compensation Committee
    1. Composition:
 

With AOG approval, an AOG CEO Contracts, Evaluation and Compensation Committee will be appointed. This committee will be made up of three AOG Board members, who will also be the AOG Board representative to the JCECC.
    2. Means:
 

The AOG CEO Contracts, Evaluation, and Compensation Committee will maintain its own written procedures. At the start of every CEO evaluation cycle, the committee will brief these procedures to the AOG Board for its consideration. All CEO assessment actions will be made via the JCECC.
    3. Meetings: As called by the Committee Chairman
  - c. Nominating
    1. Composition:
      - a. A Chairperson is appointed by the Chairman of the Board, from among the Directors, with the approval of the Board of Directors.
      - b. The members shall be AOG graduate members: at least two additional Directors and five non-Directors.
      - c. A member who is a candidate for the AOG Board Director may not serve on the Committee
    2. Means:
      - a. Maintain a pool of candidates qualified to serve as directors or committee members.
      - b. Director's elections.
        - i. Ascertain prior to June 30 of even numbered years, in accordance with the Bylaws, the Board's need for candidates and the Board's guidance concerning the skills, talents, and capabilities desired by the Board.
        - ii. Nominate at least two times the number of candidates for the total number of Director vacancies.
        - iii. From the entire candidate pool provide, for Board approval, a list of qualified candidates to be placed on the ballot. The committee shall also provide, for information, those candidates not deemed qualified and the reason for disqualification.
        - iv. From the list of all qualified candidates provide, for Board approval and recommendation to the membership, a slate of candidates that best offers the skills, talents, and capabilities needed.
        - v. Ensures that the election process and execution are in accordance with the Bylaws and Board policy to include administrative support conducted by the



- a. The Committee will maintain its own written procedures to execute HQ USAFA Instruction 26-2815, Distinguished Graduate Award. At the start of every DG Award cycle the committee will brief these procedures to the Board for its consideration.
- 3. Meetings: As called by the Chairman.

b. Awards and Recognition Committee

- 1. Composition:
  - a. Committee Leadership:
    - i. The Board shall appoint a Chair and a second Director.
    - ii. AOG staff support as appropriate.
  - b. Committee Composition:
    - i. Chairperson will be a member of the Board of Directors.
    - ii. Five members will be Directors of the AOG.
    - iii. Two other members will be from the graduate community at large.
- 2. Means:
  - a. Review current award programs, definitions, and procedures and document, revise, and institutionalize them as necessary.
  - b. Develop new ways of using award and recognition programs to better discover the accomplishments of graduates.
  - c. Consider ways and provide opportunities to enhance the legacy of the Long Blue Line.
  - d. Develop additional award and recognition programs that are consistent with established policies.
  - e. Use awards to reflect positively on the AOG's position within the graduate community.
  - f. Review proposals for new awards and recognition programs. Determine whether proposals comply with current AOG policies.
  - g. Provide status reports on current award programs to the Board upon request, but at least annually.
  - h. Advise USAFA staff on USAFA generated award programs on behalf of the Board.
  - i. Review AOG staff recommendations for additional award programs. Provide recommendations to the Board.
  - j. Work with AOG staff to review and update policies, as necessary.
- 3. Meetings: As required, but no less than quarterly.

4.11 Because poor governance can cost the AOG far more than good governance, the Board will invest in its governance capacity. Accordingly:

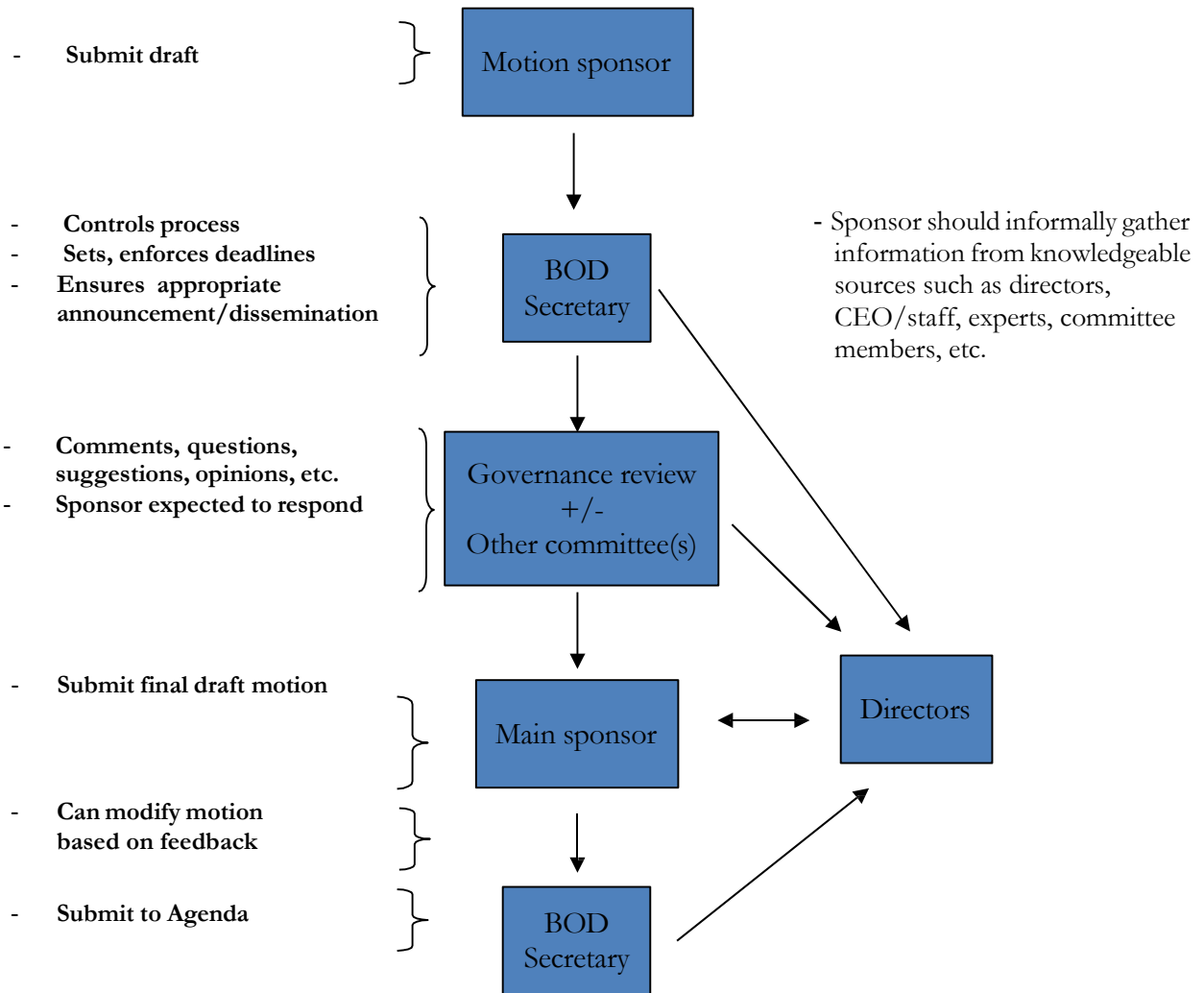
- a. Board skills, methods, and supports will be sufficient to assure excellence in governing.
- b. Training and retraining will be used appropriately and as needed to orient new members, as well as to maintain and increase existing member's skills and understandings. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, a fiscal audit.
- c. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member viewpoints and values. The Class Advisory Senate (CAS) will be a major contributor to this ongoing effort.
- d. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior Board governance capability. Each year the staff-prepared budget will include funds as needed for: Board training, including

- publications, conference and workshop attendance; audit and other third-party organizational performance monitoring; surveys, focus groups and opinion analyses; Board hosted membership linkage/outreach events; and Board meetings and retreats.
- e. The Board will establish its Cost of Governance budget for the next fiscal year each year during the annual budgeting process.

**Table 4.1**

**BOD Motion-to-Vote Process**

Applies to motions that change the policies, procedures, or processes to be included in this manual, FMIP, etc.



**NOTES:**

- Process starts with Secretary acknowledgement of motion receipt
- The process is open with communication flowing between all parties
- If secretary fails to acknowledge within three days, any director can assume the secretary's task until the secretary resumes executing the process
- Motion submission at no later than three weeks prior to target Board meeting
- Process to be complete no later than one week prior to target Board meeting
- Committee failure to respond is considered recommendation without comment
- Directors are expected to use this period to become knowledgeable with the purpose and meaning of the motion, suggest changes, etc.
- Once through this process, Motions are voted on 'as-is'
- This process can be suspended by a majority vote of the Board.

Table 4.2 Board Two-Year Schedule

MONTH	ODD YEARS	EVEN YEARS	CEO MONITORING REPORTS
JANUARY	Conduct Board Self-assessment Conduct CEO Evaluation	Conduct Board Self-assessment Conduct CEO Evaluation	
FEBRUARY MEETING	<u>BOD meeting</u> AOG/AFAF Update Review Board Self-assessment Committees/CAS Reports Governance Policies Cat 4/Calendar Motions Review Investment Report Elections Update  <u>Executive Session: Distinguished Graduate Award Selection</u>	<u>BOD meeting</u> AOG/AFAF Update Review Board Self-assessment Committees/CAS Reports Governance Policies Cat 2/Calendar Motions Review Investment Report Approve Election Timeline and Rules Appoint Bylaws Review Task Force  <u>Executive Session: Distinguished Graduate Award Selection</u>	
MARCH	Board Secretary Certifies Election Results Board Considers Director Appointments Nom Committee Seeks Candidates for Chair		
APRIL MEETING	Founders Day (Chapter events) BOD Orientation/Trng Day Prior to BOD meeting  <u>BOD meeting</u> Complete Conflict of Interest Statements Select Chair and Board Officers BOD training AOG/AFAF Update Name new AOG Committees Committees/CAS Reports Assign Governance Policies Cat 1 Review Review Endowments Approve Audit and IRS Form 990  Joint social event with CAS	Founders Day (Chapter events)  <u>BOD meeting</u> Complete Conflict of Interest Statements BOD training AOG/AFAF Update Committees/CAS Reports Assign Governance Policies Cat 3 Review Board Charge to Nom Comm for Elections Bylaws Review Task Force Motions Review Endowments Approve Audit and IRS Form 990  Joint social event with CAS	2.1 Treatment of Members and Other Constituents 2.9 Monitoring Report Board Awareness and Support 2.12 Monitoring Report AOG-AFAF COA
JULY MEETING	<u>BOD meeting</u> AOG/AFAF Update Committees/CAS Reports Governance Policies Cat 1 Motions Review Investment Report Nominate non-Director Committee Members Distinguished Graduate Dinner	<u>BOD meeting</u> AOG/AFAF Update Committees/CAS Reports Governance Policies Cat 3 Motions Review Investment Report Distinguished Graduate Dinner	2.5 Monitoring Report - Asset Protection 2.6 Monitoring Report - Investment Management 2.13 Monitoring Report - Annual Audit Report
OCTOBER MEETING	Operating Plan and Budget to Directors  <u>BOD meeting</u> AOG /AFAF Update Committees/CAS Reports Assign Gov. Policies Cat 2/Calendar Review Approve Budget  Dinner w/AFAF	Operating Plan and Budget to Directors  <u>BOD meeting</u> AOG/AFAF Update Committees/CAS Reports Assign Gov. Policies Cat 4/Calendar Review Approve Bylaw Changes for Ballot (if needed) Approve Nom Comm Rec's for Ballot FMIP Update Approve Budget AOG Election Communication Plan to Directors  Dinner w/AFAF	2.8 Monitoring Report - Compensation and Benefits 2.10 Monitoring Report - Programs, Events, Services 2.11 Monitoring Report - Official Opinions or Recommendations

Change 1	Policy and Procedures Manual, 2nd Edition, approved by Board	Pages: all; incorporates all changes to 1st Edition as of 1 May 2015	1 May 2015
Change 2	Add verbs to calendar tasks, add non-Director committee nominations to odd year August meeting	Table 2, page 19	7 Aug 2015
Change 3	Change AOG Reserve growth from 1.5M to 2M.	Section 2.6a	5 February 2016
Change 4	Replace “Strategy” with “Operational Plan	3.3C, 3.4, 3.4A, 3.4B, 3.4E	13 May 2016
	Change to read "The CEO is the Board’s only link to the AOG's operational..."	Section 3.2	13 May 2016
Change 5	Adds references to Committee Policies as attachments	4.9 A. 2b; 4.9 B.2.b; 4.9 E. 2; 4.10 A. 2. Added Attachment section to Table of Contents	3 Feb 2017
Change 6	Adopted DG Award Procedures		3 Aug 2018
Change 7	Revised Calendar, Table 2; Clarified wording; reflects CEO Evaluation Task Force Report to take place each July	Table 2, page 24	9 Feb 2019
Change 8	Change “plan” to “policy”	4.9a	10 May 2019
Change 9	Changed to read: The Board shall appoint a Chair and a second Director	4.10a.1.a	10 May 2019
Change 10	Replaced the “Ends” with a new “Ends” statement.	1.0	26 Aug 2019
Change 11	Change to BOD Calendar		19 Feb 2021
Change 12	Remove “will nominate”	4.4 c.3	19 Feb 2021
Change 13	Replace “serving” with “serve”	4.9 a.2	19 Feb 2021
Change 14	Add CEO Contracts, Evaluation, and Compensation Committee	4.9-page 17	19 Feb 2021
Change 15	Replacing wording with “AOG staff support as appropriate”	4.10 b.1. a. ii	19 Feb 2021
Change 16	Change “require” to “required”	4.10 3	19 Feb 2021
Change 17	Added CEO and President & COO	2.7	19 Feb 2021
Change 18	The members shall be AOG graduate members: at least two one additional Directors and five non-Directors."	4.9. c.1. b.	22 Oct 2021
Change 19	A member who is a candidate for AOG Board Director may not serve on the Committee.”	4.9. c.1. c.	22 Oct 2021
Change 20	Changed “Risk” to “Risks”	2.3 a.	23 Feb 22

Change 21	Replaced MOU with Cooperative Operating Agreement (COA)	4.4	23 Feb 22
Change 22	Removed “to allow placement on the ballot for the next regularly scheduled election.	4.4. b.1.	23 Feb 22
Change 23	Eliminate Executive Limitation 2.11 “The CEO may not change the life membership dues. The CEO may adjust annual dues and fees	Page 6	20 April 22
Change 24	Revised the Board Calendar	Page 24	22 Feb 23
Change 25	Change to Category I	Page 1	11 Aug 23
Change 26	Add USSF and Dept of AF where applicable	Page 1	25 July 25
Change 27	Attachment 2 – Nominating Committee Guide: Duties Section - Add part 11; Definitions Section – Delete Parts 2 and 3; Procedure Section – Change Part 1; Delete Petition Candidate from All Sections	Page 31-33	25 July 25
Change 28	Policy Category IV: Governance Process 4.6.c Add “2” and renumber	Page 14	25 July 25
Change 29	Policy Category III: 2.1-2.3 Wording updated.	Pages 2-4	19 Feb 26
Change 30	Remove- Heritage and Traditions Committee from Section 4.9 & Attachments	Pages 20,21, 28	24 April 26
Change 31	Reordered attachments	Pages 23-40	01 May 26
Change 32	Table 4.2 updated to reflect currently used BOD schedule - May Meeting changed to April Meeting	Pages 11, 25, 26, 34	04 May 2026

## **Attachments to the Board Governance Policies**

Attachment 1:	Nominating Committee Guide	24-27
Attachment 2:	Young Alumni Excellence Award Scoring Rubric	28-29
Attachment 3:	Leadership Achievement Award Scoring Rubric	30-31
Attachment 4:	Distinguished Graduate Award Scoring Rubric	32-33
Attachment 5:	Distinguished Graduate Committee Procedures	34-36
Attachment 6:	CEO Evaluation and Compensation Committee Operation Procedures	37
Attachment 6a:	Incentive Compensation Agreement (Example)	38-40

## Attachment 1

### **Nominating Committee Guide**

Approved by the AOG Board 17 Oct 2025

**Nominating Committee:** The Nominating Committee will operate in accordance with the Bylaws and Board of Directors Operating Policies. The Chairperson will be appointed by the Chairman of the Board from among the Directors and be approved by the Board. The members will be Graduate AOG Members, at least two additional Directors and five non-Directors. As with the Board, the Committee may act with a quorum represented. The Committee Chair will recruit the non-Board Members of the Committee. A Member who is an applicant for the Board may not serve on the Committee.

#### **Definitions:**

1. **Applicant:** an AOG Member who has applied to be on the ballot and submitted a package to the Nominating Committee IAW the appropriate process. Can either be self-initiated or sought by the Nominating Committee.
2. **Candidate:** An applicant who has submitted a completed a nomination package and acquired 100 signatures from Graduate Members.
3. **Ballot:** the list of candidates to be included in the election.
4. **Board Slate:** a list of candidates on the ballot that the Board may recommend to the membership that best offers the skills, talents and capabilities needed. The Board Slate is derived from both the Candidates.

**Duties:** The Nominating Committee is charged with the following duties:

1. Develop and seek Board approval of the desired attributes for Candidates for each election.
2. Recruit Members to serve on the Board
3. Develop written criteria to assist the Committee with a determination of candidates that are qualified or unqualified to be placed on the ballot.
4. From the entire Applicant pool, provide to the Board for approval a list of qualified Candidates to be placed on the ballot.
5. Provide to the Board, for information, the Applicants not deemed qualified and the reason for disqualification.
6. Nominate at least twice the number of Candidates for the total number of elected Board vacancies.

7. Coordinate with the AOG staff to ensure the election process and execution are IAW the Bylaws and Board Policies to include administrative support by the AOG staff.
8. Maintain a pool of AOG Members qualified to serve as Directors or Committee members.
9. Seek guidance from the Board Chair on desired attributes for appointed Board positions.
10. Make recommendations to the Board Chair on qualified candidates for appointment or replacement to the Board.
11. Ensure that directors do not nominate, or receive, any awards or honors that are issued, selected, or endorsed by the Association of Graduates or its affiliated entities during their term of service.
12. Develop and execute the awards selection process for the Distinguished Graduate Award, Leadership Achievement Award, and Young Alumni Excellence Award. Oversee and report to the Board of Directors the process for the Sullenberger Award for Courage.

**Procedures:**

1. There is one way for a member to get on the ballot for election to the Board of Directors:
  - a. All candidates must submit a complete nomination package. This package must include at least 100 verified signatures from AOG graduate members in good standing. Each signature must consist of the graduate’s full name, signature (digital or handwritten), and AOG member number. There are no alternative pathways to be placed on the ballot.
2. The AOG will publicize:
  - a. The skills, talents and capabilities being sought, the method of volunteering for consideration by the Nominating Committee, the timeline and to who volunteer packages should be sent.
  - b. The documents required in the nomination package.
3. Election of Directors will be held in odd-numbered years in the February – March timeframe. The Board may adjust that schedule in extraordinary circumstances.
4. The Board Chair will notify Members selected to be Directors.
5. The Board Chair will notify the Membership of the result of any questions on the ballot.
6. The Nominating Committee Chair will notify those Members not selected.

**Timeline (Not later than dates.):**

1. April, odd years: The Board Chair will appoint a Nominating Committee Chair, Director Member and Director Alternate.
2. December, odd years: The Committee Chair will recommend for Board approval the non-Board Members of the Nominating Committee.
3. February, even years:
  - a. The Chair of the Nominating Committee will brief the Board on the key elements of this Guide with any recommended changes.
  - b. Administrative procedures and timeline for the election will be provided to the

Board by the AOG staff, which is responsible for the planning and administrative execution of the election, for approval.

4. April, even years:
  - a. The Committee Chair will recommend for Board approval the desired attributes for the next election.
  - b. The Committee Chair will coordinate with the AOG staff as to the documents required in the Applicant packages.

5. Fall, even years:

Not later than the third Thursday in November, the Committee will provide its list of all Applicants for the election with a summary of their qualifications, biographies, and candidate statements.

- a. Not later than the second Friday in December, the Board will consider the Committee's recommendations and approve a ballot to include not less than twice the number of candidates as there are elected Director positions available.
6. April, odd years: The Board Chair will notify those Directors elected by the membership. The Committee Chair will notify those Candidates not elected.
7. April, even years following an Election (or as needed): The Committee will make recommendations to the Board Chair for appointed or replacement Director positions. The Committee's list of election candidates may serve as its recommendation in the absence of a fully formed Committee.

**Annual Awards Selection Process (Not later than dates):**

1. 15 July: The Committee Chair will establish separate selection panels for the Distinguished Graduate, Leadership Achievement, and Young Alumni Excellence Awards. Each panel will include one AOG staff member, at least one Director from the Nominating Committee, and not fewer than two previous recipients of the respective award.
2. 15 August: Each selection panel will develop and submit grading criteria for its respective award to the Committee Chair.
3. 15 September: The Committee Chair, in coordination with the AOG awards staff member, will conduct an in-brief for all selection panel members to review the application components and approved grading criteria.
4. 1 October: The award nomination period will open.
5. 20 December: The award nomination period will close.
6. 31 December: The AOG staff member will compile all nomination packages and distribute them to the appropriate selection panels.
7. 15 January: Selection panel members will complete scoring of assigned packages and submit scores to the AOG staff member.
8. 31 January: The AOG staff member will distribute a consolidated scoring package to each member of the respective selection panels. The scoring package will include the following methodologies to inform panel deliberations:
  - a. Aggregate scoring (all scores included)
  - b. Aggregate scoring (lowest score excluded)

- c. Standardized scoring (“Z-score”) with all scores included
  - d. Standardized scoring (“Z-score”) with lowest score excluded
  - e. Identification of the top three candidates in each subcategory of the evaluation rubric
9. 14 February: Each selection panel will convene to review scoring results and determine award recipients:
- a. Distinguished Graduate Award – up to three recipients
  - b. Leadership Achievement Award – up to three recipients
  - c. Young Alumni Excellence Award – up to four recipients
10. 28 February: The Committee Chair will notify the Board of Directors of the award recipients for all awards.

**Young Alumni Excellence Award  
Evaluation Criteria (Total: 100 Points & up to Four winners)**

**Purpose:**

Honor young graduates who demonstrate outstanding professional or philanthropic achievement, strong character, and meaningful contributions to their communities that enhance the prestige of the United States Air Force Academy.

**1. Professional Achievement to Date (30 Points)**

**Definition:**

Demonstrated performance and advancement in military or civilian roles relative to career stage. Includes level of responsibility, execution of duties, and tangible results produced within a limited time horizon.

**Scoring Ranges:**

- **Exceptional (25–30):** Distinguished performance with results significantly exceeding peers at a similar career stage
- **Strong (19–24):** Notable accomplishments with clear evidence of effectiveness and advancement
- **Moderate (13–18):** Reliable performance with consistent, positive outcomes

**2. Leadership, Character, and Initiative (25 Points)**

**Definition:**

Demonstration of personal drive, ethical conduct, and the ability to guide or influence others. Includes initiative, decision-making, accountability, and actions that reflect the values expected of Air Force Academy graduates.

**Scoring Ranges:**

- **Exceptional (21–25):** Consistently demonstrates initiative and serves as a model of conduct, influencing others through actions and example
- **Strong (16–20):** Regularly demonstrates sound judgment and initiative, contributing positively to teams or organizations
- **Moderate (11–15):** Displays developing leadership behaviors within assigned roles

**3. Contribution to Community and Service Orientation (20 Points)**

**Definition:**

Participation in activities that support or improve communities through volunteerism, philanthropy, advocacy, or public service. Reflects commitment to causes beyond professional responsibilities.

**Scoring Ranges:**

- **Exceptional (17–20):** Sustained involvement producing clear and meaningful benefits to a community or cause
- **Strong (12–16):** Ongoing participation with observable positive effects
- **Moderate (8–11):** Intermittent involvement with some beneficial outcomes

**4. Engagement with USAFA, Cadets, and the Long Blue Line (15 Points)**

**Definition:**

Involvement with the Academy or graduate network through mentorship, outreach, participation in programs, or support of institutional initiatives, appropriate to career stage.

**Scoring Ranges:**

- **Exceptional (13–15):** Active and consistent involvement that supports cadets or alumni initiatives in a meaningful way
- **Strong (10–12):** Regular participation in Academy or alumni-related efforts
- **Moderate (7–9):** Occasional involvement in relevant activities

## 5. Future Potential and Trajectory (10 Points)

### Definition:

Indications of continued growth based on current direction, increasing responsibility, and demonstrated capacity for greater achievement over time.

### Scoring Ranges:

- **Exceptional (9–10):** Clear upward progression with strong indicators of future distinction
- **Strong (7–8):** Steady development with credible indicators of continued advancement
- **Moderate (5–6):** Stable progression with some signs of future growth

**Leadership Achievement Award  
Evaluation Criteria (Total: 100 Points & up to three winners)**

**Purpose:**

Honor graduates who have demonstrated exceptional leadership, integrity, and professional accomplishment in military and/or civilian life.

**1. Professional Achievement, Enduring Contribution, and Lasting Impact (40 Points)**

**Definition:**

Demonstrated excellence in the nominee's profession through sustained high-level achievement, responsibility, and measurable impact. This criterion evaluates outcomes and enduring contributions, including leadership results, innovation, or institution-building that extend beyond short-term success.

**Scoring Ranges:**

- **Exceptional (33–40):** Sustained, high-impact leadership with transformational outcomes and enduring contributions at scale
- **Strong (25–32):** Significant leadership with clear, measurable impact and lasting contributions
- **Moderate (17–24):** Solid professional performance with consistent positive results and some evidence of lasting impact

**2. Leadership and Influence on Others (25 Points)**

**Definition:**

Leadership demonstrated through influence beyond positional authority. This includes mentorship, ethical leadership, initiative, and the ability to positively shape individuals, teams, culture, and organizations. This criterion evaluates how the nominee leads, not the outcomes of that leadership, which are addressed in Criterion 1.

**Scoring Ranges:**

- **Exceptional (21–25):** Widely recognized leader and mentor with sustained, far-reaching influence beyond formal roles
- **Strong (16–20):** Clear and consistent influence beyond positional authority, with demonstrated mentorship and cultural impact
- **Moderate (11–15):** Demonstrated leadership within defined roles, with some influence beyond immediate responsibilities

**3. Impact on USAFA, Cadets, and the Long Blue Line Community (20 Points)**

**Definition:**

Demonstrated leadership and service that create meaningful and sustained impact on the United States Air Force Academy, cadets, and/or the Long Blue Line community. This includes contributions at the institutional, cadet, alumni, or community level that strengthen engagement, connection, or mission alignment.

**Scoring Ranges:**

- **Exceptional (17–20):** Sustained, high-impact contributions with broad and lasting benefit to USAFA, cadets, and/or the Long Blue Line community
- **Strong (12–16):** Meaningful and ongoing contributions with clear positive impact in one or more areas (institutional, cadet, or alumni community)
- **Moderate (8–11):** Periodic or localized engagement with measurable positive outcomes

#### 4. Career Progression and Professional Credibility (15 Points)

**Definition:**

Career trajectory demonstrating increasing responsibility, sustained professional credibility, and achievement consistent with the standards of excellence expected of United States Air Force Academy graduates. This criterion serves as a validating factor supporting the nominee's overall leadership and impact.

**Scoring Ranges:**

- **Exceptional (13–15):** Distinguished career progression with significant responsibility, recognition, and sustained credibility
- **Strong (10–12):** Clear upward progression with notable achievements and professional recognition
- **Moderate (7–9):** Solid and consistent career development with credible performance

**Distinguished Graduate Award  
Evaluation Criteria (Total: 100 Points & up to three winners)**

**Purpose:**

Honor graduates whose life's work is inspirational, elevates the reputation of the Academy, and exemplifies the highest standards valued by cadets and graduates.

**1. Scope of Impact on the Nation, Contribution to Society, and Beyond (40 Points)**

**Definition:**

Magnitude, reach, and significance of the nominee's impact through sustained contributions that influence national, international, or global communities. This includes work that advances a profession, strengthens institutions, or contributes to society through innovation, service, or leadership, with lasting and measurable outcomes.

**Scoring Ranges:**

- **Exceptional (33–40):** Field-defining impact with sustained national or global significance and broad, enduring influence
- **Strong (25–32):** Major contributions with clear national or international impact and lasting influence
- **Moderate (17–24):** Meaningful contributions with measurable impact, primarily regional or limited in scope

**2. Exemplary Leadership and Character (25 Points)**

**Definition:**

Leadership demonstrated through integrity, ethical conduct, and service that inspires trust, respect, and emulation. Includes influence beyond positional authority and a sustained commitment to values consistent with the ideals of the Air Force Academy.

**Scoring Ranges:**

- **Exceptional (21–25):** Widely recognized exemplar of leadership and character with sustained, far-reaching influence
- **Strong (16–20):** Consistent leadership demonstrating integrity and influence beyond formal roles
- **Moderate (11–15):** Demonstrated leadership with positive but more limited or situational influence

**3. Sustained Commitment to USAFA, Cadets, and the Long Blue Line (20 Points)**

**Definition:**

Long-term engagement that strengthens the Academy and supports cadets and the graduate community through mentorship, service, philanthropy, advocacy, or leadership. Contributions may occur at the institutional, cadet, alumni, or community level.

**Scoring Ranges:**

- **Exceptional (17–20):** Sustained, high-impact contributions with broad and lasting benefit to USAFA and the graduate community
- **Strong (12–16):** Meaningful and ongoing contributions with clear positive impact
- **Moderate (8–11):** Periodic or localized engagement with measurable outcomes

**4. Career Distinction and Lifetime Achievement (15 Points)**

**Definition:**

Overall career distinction reflecting sustained excellence, increasing responsibility, and a body of work consistent with the highest ideals of the Air Force Academy. This criterion validates the nominee's long-term credibility and professional

standing.

**Scoring Ranges:**

- **Exceptional (13–15):** Distinguished career with sustained excellence, significant responsibility, and broad recognition
- **Strong (10–12):** Clear progression with notable achievements and professional credibility
- **Moderate (7–9):** Solid career with consistent performance and some distinction

## Attachment 5

### **AOG Distinguished Graduate Procedures Approved by the AOG Board 3 August 2018**

**Purpose:** This document outlines the AOG Board of Directors and AOG staff procedures involved in executing HQ USAFA Instruction 36-2815, *Distinguished Graduate Award*. The award was established by the Air Force Academy and the Association of Graduates in April 1999 and first given in April 2002.

The Distinguished Graduate Award was established to:

- Recognize outstanding performance by graduates who have demonstrated a lifetime of service to the nation.
- Favorably promote the Air Force Academy and its graduates.
- Promote and increase awareness of graduate heritage among alumni and cadets.

This document describes the process by which the AOG Board of Directors and AOG staff administer the program.

#### **Timeline and Process:**

**April:** The Chairman, AOG Board of Directors, chooses a member of the Board to serve as Chair, Distinguished Graduate Award Nominating Committee, and a second Director to serve on the Committee. The Distinguished Graduate Award Nominating Committee should be primarily comprised of non-Directors and consist of no more than six members, including the two Directors.

**June:** The Distinguished Graduate Award Nominating Committee and the AOG staff will canvas AOG members for nominations. Announcements in AOG communication products, to include *Checkpoints* magazine and on-line newsletters, will invite graduates to submit nominations. Additionally, the Nominating Committee will develop a plan to involve other influential graduates in soliciting nominations.

As described in HQ USAFA Instruction 36-2815, nomination packages should be divided into the following three sections:

- Section I. A cover letter from the nominating source.
- Section II. A page with administrative data to include the nominee's name, present position and duty title, prior awards and decorations, and mailing address.
- Section III. A three-page maximum, typed narrative describing the nominee's lifetime of achievement.

HQ USAFA Instruction 36-2815 describes the criteria: "Award selection is based on a lifetime of achievement that is of such significance as to set the individual apart from their contemporaries. Individuals must be able to attend the presentation in order to be selected. Posthumous nominations will only be considered in rare instances."

**September:** Nomination packages are due to the AOG no later than 30 September.

The Chair, Distinguished Graduate Award Committee will work with the AOG staff to create a five-person Selection Committee. This Selection Committee should be comprised of:

1. The Chair, Distinguished Graduate Award Committee, who will also chair this Committee.
2. The President and CEO of the AOG, or a designated representative from the AOG staff.
3. A Distinguished Graduate Award recipient.
4. A Distinguished Graduate Award recipient.
5. A member of the AOG who is not on the AOG Board of Directors.

NOTE: While complying with this Committee composition, ensure that one member of the committee is currently on the USAFA staff.

NOTE: For continuity and consistency, attempt to have board members (particularly the DGA recipients) participate for more than one year.

**October:** The AOG staff will work with Selection Committee members to identify a date for the Committee to meet.

The AOG staff will prepare books for each Selection Committee member. The books will include: a copy of HQ USAFA Instruction 36-2815; a list of previous winners; individual and consolidated scoring sheets; a participation sheet identifying nominees' membership and involvement in AOG and Academy programs; a timeline; and the nomination packages.

The AOG staff will distribute the books to Selection Committee members.

Selection Committee members will review the packages, rate each nominee on the score sheets, and return the completed score sheets to the AOG staff.

The AOG staff will consolidate the scores into one sheet, so that when the Selection Committee convenes, members will be familiar with the nominees' qualifications and the other Selection Committee members' votes.

**November:** Once the Distinguished Graduate Award recipients are selected, AOG staff will assume control of the process, which culminates with the Founders Day celebration in April.

The AOG staff will first prepare congratulatory letters for each selectee. These letters will be signed by the Superintendent and a senior member of the AOG Board of Directors.

When the letters are signed, the Chair, Selection Committee or a representative will notify the recipients of their selection, confirm their willingness to accept the honor, and request permission to conduct a background check.

Upon satisfactory completion of the background checks, the AOG staff will work with the selectees on tasks such as publicizing/documenting their selection and drafting the wording of the plaques.

The AOG staff will notify and work with Academy protocol officers, who will build the Distinguished Graduate Award recipients' schedules for when they are at the Academy in April.

## Attachment 6

### CEO Evaluation and Compensation Committee Operating Procedures

Approved by the AOG Board 3 Feb 2017

**CEO Evaluation and Compensation Committee:** The CEO Evaluation and Compensation Committee will be chaired by the Vice Chair and consist of two additional Board Members, approved by the Board. The Committee will comply with the Bylaws and Board Governing Policies.

**Duties:** The CEO Evaluation and Compensation Committee will:

1. Based on the CEO's Operational Plan for the year, develop, in conjunction with the Chair, the Annual CEO Goals for approval by the Board.
2. If the CEO Employment Agreement requires it, draft an Incentive Compensation Agreement (ICA) based on the CEO's Annual Operational Plan for Board approval. (Example attached.)
3. Conduct the Annual CEO Evaluation by the Board.
4. Provide the documentation of the results of the Annual CEO Evaluation to the Board for approval, to include salary adjustments, if warranted.
5. Evaluate CEO performance with respect to the ICA and make recommendation to the Board.

**Procedures:**

1. Obtain a copy of the CEO's Operational Plan.
2. Prior to the beginning of the fiscal year, draft the Annual CEO Goals, in conjunction with the Board Chair and CEO, for approval by the Board.
3. Draft a CEO ICA based on CEO's Operational plan, for approval by the Board.
4. As soon as the fiscal year accomplishments are available, conduct the Board CEO Evaluation, based on the Annual CEO Goals.
5. NLT two month after the conclusion of the fiscal year, provide the Board the results of the evaluation to include any salary adjustments.
6. Obtain organization accomplishments based on the ICA.
7. Evaluate the organization accomplishments against the ICA and recommend to the Board the bonus earned.

Attachment 6a

**Incentive Compensation Agreement  
Between  
Association Of Graduates of The  
United States Air Force Academy  
And XXXXXXXX XXXXXXXX**

THIS INCENTIVE COMPENSATION AGREEMENT (this “Agreement”) is made to be effective as of XX XXXX, XXXX (the “Effective Date”) by and between the ASSOCIATION OF GRADUATES OF THE UNITED STATES AIR FORCE ACADEMY, a nonprofit corporation incorporated under the laws of the State of Colorado (the “Association”), and XXXXXXXX X XXXXXXXX (the “Employee”).

*Recitals*

A. The Association and the Employee have entered into an Employment Agreement (the “Employment Agreement”), dated X XXXX, XXXX, by means of which the Association has offered continued employment to the Employee upon certain terms and for certain reasonable compensation and other benefits, and the Employee has accepted employment on such terms.

B. The Association desires to supplement that Employment Agreement and to offer an inducement to the Employee’s continuing employment in the form of an arrangement to permit the Employee to earn additional compensation upon the Association and the Employee meeting certain performance criteria.

C. The term of this Agreement shall begin on the Effective Date and shall continue for one year, until XX XXXX, XXXX, or until terminated as set forth elsewhere in this Agreement.

*Terms of Agreement*

A. *Calculated Bonus.* The Association shall pay a calculated bonus in any amount up to \$15,000, which amount, after reduction for all deductions required by law, shall be paid no later than 45 days after the end of the second year’s period of performance. The following performance standards, which support the Board of Directors’ stated Ends, shall be calculated on XX XXXX, XXXX and employ the Effective Date of this Agreement as the starting date from which any changes are measured, as well as any annual values calculated:

1. Constituent Engagement - \$5,250 (35% of Calculated Bonus)
  - a. Increase Graduate Membership by 2% - \$600
  - b. Increase Graduate Membership by greater than 3% - additional \$700
  - c. Increase LMAG by 10% - \$800
  - d. Increase LMAG by 15% - additional \$750
  - e. Establish recurring contact with all Parents Club Presidents at least four times a year - \$800

- f. Provide enhanced tools for chapters and ambassadors to further work together and better integrate their efforts into our communication apparatuses - \$800
  - g. Maintain number of active Chapters - \$300
  - h. Increase number of Chapters by 3 – additional \$500
2. Membership Services and Acquisitions - \$3,750 (25% of Calculated Bonus)
    - a. Conduct a membership survey for the entire organization - \$750
    - b. Develop a comprehensive career platform that encompasses the entire spectrum of “career services” - \$750
    - c. Enhance our online mentorship opportunities - \$750
    - d. Redesign and roll out a new web site platform - \$750
    - e. Ensure all Reunions use AOG planning - \$750
  3. History and Heritage - \$2,250 (15% of Calculated Bonus)
    - a. Digitize all classes’ yearbooks - \$250
    - b. Develop a notional master plan for Heritage Trail - \$1,000
    - c. Develop a History & Heritage Marketing Plan for classes and other donors - \$1,000
  4. Financial Improvements - \$3,750 (25% of Calculated Bonus)
    - a. Consolidate or eliminate excess or unused restricted funds - \$1,500
    - b. Work closely with the AFA Foundation to create “sellable” projects to offer donors - \$1,250
    - c. Migrate Raiser’s Edge to the new and upgraded version of NXT - \$500
    - d. Improve stewardship reporting to donors specifying how funds were used to support programs - \$500

B. *Discretionary Bonus.* The Association may pay a discretionary bonus in any amount up to \$5,000, in the sole discretion of its Board of Directors, which amount, after reduction for all deductions required by law, shall be paid no later than 45 days after the end of the first year’s period of performance. The discretionary bonus will be primarily based upon movement of the Association and the AFA Foundation closer toward a Single CEO, supporting the AFA Foundation in its fundraising efforts, as well as the overall performance of the Association.

C. *Termination.* This Agreement shall terminate upon the earlier to occur of the termination of the Employment Agreement for any reason or XX XXXX, XXXX. In the event of termination of this Agreement through termination of the Employment Agreement, the Association shall have no obligation to pay to the Employee either the calculated bonus or the discretionary bonus. In the event of termination by expiration of this Agreement on XX XXXX, XXXX, the Association shall pay to the Employee all amounts required under the calculated bonus and all amounts the Board of Directors determines properly payable under the discretionary bonus. Upon payment of such amounts, the Association shall have no further obligations to the Employee under this Agreement.

D. *General Provisions.* The following general provisions apply to this Agreement:

1. This Agreement supersedes any and all other agreements, either oral or in writing, between the parties hereto with respect to its subject matter. In the event of any conflict between the terms of this Agreement and the terms of the Employment Agreement, the terms of this Agreement shall control.

2. If any of the terms, conditions, agreements and/or restrictions in this Agreement are held invalid by a court of competent jurisdiction, such holding will not invalidate any of the other terms, conditions, agreements and/or restrictions herein, as it is intended that the terms, conditions, agreements and/or restrictions herein shall be severable and that the invalidity of one shall not invalidate any others.
3. This Agreement may not be changed or modified, in whole or in part, except in writing, signed by all parties to this Agreement.
4. The terms and conditions of this Agreement shall be construed in accordance with the laws of the State of Colorado.

IN WITNESS WHEREOF, the Association has caused this Agreement to be executed by its duly authorized representative, and the Employee has signed this Agreement, all to be effective on XX XXXX, XXXX.

Date: \_\_\_\_\_

\_\_\_\_\_  
XXXXXXXX X XXXXXXXX  
President & CEO, Association of Graduates

Date: \_\_\_\_\_

\_\_\_\_\_  
XXXXXXXX XXXXXXXX  
Chairman of the Board