



Board of Directors Meeting

25 April 2025 Meeting Minutes

Location: Lyon Boardroom at Doolittle Hall

APPROVED

Board Members Present: Cathy Almand '90, (incoming Chair); Lee Krauth '72 (incoming Vice Chair); Christopher Walker '88 (incoming Secretary); Ginny Caine Tonneson '80 (outgoing Secretary); Christian Evans '08 (incoming Treasurer); Hank Hoffman '63; Garry Dudley '68; Bob Lowe '71; William Carpenter '73; Denny Merideth '73; Rod Bishop '74; David Thompson '85; John Cinnamon '91, President, Class Advisory Senate; Nathan Dial '10; Alexander Fogassy '12

Members Present Via Videoconference: Dan Bohlin '71; Jennifer Walters '11

Staff Present: Mark Hille '97, Association and Foundation President/CEO; Katie Willemarck, Association and Foundation CFO; Michael Cornelius '00, EVP Alumni Relations; Kelly Banet, EVP Development; Naviere Walkewicz '99, SVP Engagement; Wyatt Hornsby, SVP Marketing and Communications; Molly Staley, Executive Assistant to the EVP of Development and Boards; Mary Elsner, Executive Assistant to the President and CEO; Eli Alvarado, IT Support Specialist

Guests Present: Lucky Ekman '63; Michael Rose '69; Ski Wagasky '72; Andrew Gessner '72; Tanya Regan '80; Gay Harrison '84; Eleanor Morgan '06

I. Call to Order/Chairman's Welcome

Vice Chair Almand called the meeting to order at 8:21 a.m. MDT on Friday, 25 April 2025.

II. Vice Chair's Comments

Vice Chair Almand reminded the guests about the expectations for participation and conduct.

III. Consent Agenda

The consent agenda included the 18 October 2024 Meeting Minutes (Attachment 1), 7 February 2025 E-vote Minutes for CEO Bonus (Attachment 2), 28 February 2025 E-vote Minutes for Leadership Achievement Award (Attachment 3), 28 February 2025 E-vote Minutes for Young Alumni Excellence Award (Attachment 4), 6 March 2025 E-vote Minutes for Distinguished Graduate Award (Attachment 5), 19 March

2025 Special Meeting Minutes (Attachment 6) and CEO Monitoring Reports – 2.1 Treatment of Other Constituents, 2.9 Board Awareness and 2.12 AOG/AFAF COA (Attachment 7).

MOTION: Vice Chair Almand moved and Director Lee seconded to approve the agenda. The motion was unanimously approved.

IV. Agenda Approval

MOTION: Vice Chair Almand moved and Director Dial seconded to approve the agenda. The motion was unanimously approved. The approved agenda is in the Attachment 8.

V. Election of New Board Chair

Director Carpenter represented the Nominating Committee and presented the two candidates, Vice Chair Almand and Director Merideth, for Chair. Both were provided with an opportunity to say a few words.

MOTION: Director Carpenter moved and Director Dial seconded to move into executive session. The motion was unanimously approved. Vice Chair Almand, Director Merideth, guests and staff departed the room.

VI. Executive Session

The Board went into executive session IAW Bylaws Article V Section 8 at 8:27 a.m. MDT to discuss the two candidates.

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

VII. Open Session

The Board went into open session at 8:54 a.m. MDT and Vice Chair Almand and Director Merideth, guests and staff rejoined the meeting. Dr. Tonneson called for a vote via written ballot.

MOTION: Dr. Tonneson moved and Director Dial seconded that Vice Chair Almand be appointed as Chair after receiving 9 of the 16 votes via written ballot. The motion unanimously approved.

VIII. Election of Board Officers

Chair Almand nominated Director Krauth as Vice Chair, Director Walker as Secretary and Director Evans as Treasurer.

MOTION: Chair Almand moved and it was seconded that the slate of new officers be accepted. The motion was unanimously approved.

IX. Committee Appointments

Chair Almand nominated Director Krauth to Chair the Governance Committee, Director Dial to Chair the Nominating Committee, Director Evans to Chair the Finance & Investment Committee and Director Carpenter to Chair the Audit Committee.

X. Proposed Task Forces

Chair Almand proposed 2 task forces to undertake Implementation and Election Hot Wash. The Implementation Task Force will address the proposed changes to the bylaws and Articles of Incorporation. It will be headed by Director Walker. The Election Hot Wash will be headed by Director Walters.

XI. Staff Updates

a. CEO Report

CEO Hille provided an overview of the activity, the team and the progress toward the objectives in the current strategic plan, as well as the plan for a mid-course review of the strategic plan. Where the organization stood regarding engagement, philanthropy, stewardship, communications and organizational excellence were shared in red, yellow, green light approach. CEO Hille proposed the mid-course review timeline, which includes feedback from the board at the July meeting and a re-endorsement at the October meeting.

b. Quarterly Financial Update

CFO Willemarck provided the quarterly financial update. The total operating revenue is down, while liabilities are up. A timeline for the audit and 990 was presented.

c. Brand Update

SVP Hornsby presented a status update of where the launching of the new brand stood. Currently in Phase 3, which includes the implementation/launch. The website (or digital launch) will take place 18 June 2025.

d. Awards Process & Affinity Groups

EVP Cornelius provided background information regarding the awards process, as well as affinity group work progress.

XII. Motions and Governance Discussion

Director Bishop opened the presentation by sharing slides regarding the background and what had been shared with the board in the past.

MOTION: Director Bishop moved and it was seconded that the BOD ask the newly appointed BOD members Thompson and Walters to voluntarily resign as voting members of the BOD and that, if they have resigned, the BOD amend the bylaws to allow Walters and Thompson to be appointed, non-voting members of the BOD and afterwards appoint Thompson and Walters as non-voting members of the BOD. The motion failed (4 votes for, 10 votes against, 1 abstained, 1 absence).

MOTION: Director Bohlin moved and it was seconded that the three letters (dated 12 March 2025, 18 March 2025, 3 April 2025) from the newly elected BOD members to the previous BOD members by the newly elected BOD members showing the opposition of AOG members to the BOD appointing BOD members be published by attaching them to the minutes of this meeting of the BOD to show the opposition of the newly elected BOD members and other AOG members to the appointment of Thompson and Walters as voting members of the BOD. The motion failed.

MOTION: Director Fogassy moved and it was seconded that all issues regarding the appointment of members of the BOD (including whether there should be any appointments and, if so, when, how many, by whom, for what purposes, pursuant to what criteria and whether voting or nonvoting) be sent to a committee of all BOD members to study and to make recommendations regarding what the BOD should do about these issues. The motion passed (8 votes for, 2 votes against, 5 abstained, 1 absence).

MOTION: Director Dudley moved and Director Lowe seconded that the second motion be revisited. Directors Dudley and Lowe asked that the survey results referred to in the motion be removed and not included in the minutes. The motion was approved (8 votes for, 7 votes against, 1 absence).

XIII. Class Advisory Senate Update

Director Cinnamon provided the CAS update. He gave some history, structure and current opportunities and challenges of the CAS. He shared some informal survey results from the senators of top concerns, which included: reunions, majors, honor code, safety of cadets and DEI.

XIV. Committee Updates

a. Governance Committee

Chair Almand presented suggested edits to Governance Policies Category 3 and 4.

MOTION: The Governance Committee moves that the Board approve the changes to Categories 3 and 4 of the Governance Policies as presented. The motion was unanimously approved.

XV. Adjournment

The meeting was adjourned at 1:08 p.m. MDT.

Atch:

1. 18 October 2024 Meeting Minutes
2. 7 February 2025 E-vote Minutes for CEO Bonus
3. 28 February 2025 E-vote Minutes for Leadership Achievement Award
4. 28 February 2025 E-vote Minutes for Young Alumni Excellence Award
5. 6 March 2025 E-vote Minutes for Distinguished Graduate Award
6. 19 March 2025 Special Meeting Minutes
7. CEO Monitoring Reports
8. Approved Agenda
9. Board Meeting Slide Deck
10. Unity Letters

X

Christopher S. Walker, Brig Gen (Ret), USAF
AOG Board Secretary



BOARD OF DIRECTORS MEETING

18 October 2024 Meeting Minutes

APPROVED

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

Member Present via Videoconference: Emma Przybyslawski '10.

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

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

Guests Present: Lt Gen Tony Bauernfeind '91, Superintendent; Lt Col Andrew Radzicki, CAG Director, CMSgt John Alsuig, Command Chief; Lucky Ekman '63; Ron Olds '69; Ski Wagasky '72; Rod Bishop '74; John Cinnamon '91.

I. Call to Order/Chairman's Welcome

Chair Bishop called the meeting to order at 8:00 a.m. MDT on Friday, 18 October 2024.

II. Consent Agenda

The consent agenda included the 26 July 2024 Meeting Minutes (Attachment 1); CEO Monitoring Reports - 2.8 Compensation and Benefits, 2.10 Programs/Events/Services, and 2.11 Official Opinions or Recommendations (Attachment 2); and Q3 Financials (Attachment 3).

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

III. Agenda Approval

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

IV. Staff Update (Attachment 5)

a. CEO Report

CEO Hille reported on the strong relationship with the Superintendent and Vice Superintendent, noting that he meets with them regularly, often weekly. The AOG continues to offer support, including with communications to graduates, parents, and friends. The Superintendent has clear priorities and is open to dialogue with Chair Bishop. CEO Hille then provided an update on the strategic plan using a stoplight chart to highlight key areas of engagement, philanthropy, stewardship, communications, and workplace excellence. All areas were green with the exception of the following areas:

- Reunion program (yellow): While the AOG has hosted 11 reunions this year, there are increasing capacity constraints at the Academy, so one of the focus areas in 2025 will be to have more effective planning for reunions with clear expectations.
- Satellite location (yellow): The AOG is moving closer to having a satellite location in the Cadet Area, potentially in Fairchild Hall. This will increase visibility of the AOG among cadets.
- Stewardship metrics (yellow): Better stewardship metrics are needed to ensure donors are recognized appropriately.
- Staff retention (yellow): Turnover has been uncomfortably high, but the trend this quarter is more positive. The AOG has put in staff retention efforts via the culture, pay, and benefits. They continue to break down stovepipes via cross-functional collaboration.
- Graduate participation in philanthropic efforts (red): The number of annual donors has fallen consistently since 2018, to approximately 10% of our graduate community. There are fewer donors, but they are donating more money. West Point and Annapolis are experiencing the same trend, but we have a lower participation rate to begin with. A focus area in 2025 will be on reversing this trend, especially with younger classes.

Executive Vice Chair Gould commented that the graduate survey has informed everything about the strategic plan. We have made tremendous progress in bringing the AOG and AFA Foundation together.

SVP Walkewicz highlighted the progress of alumni relations. The AOG now has a graduate membership rate of 71.19%. Graduates want to help, connect, and make a difference. There are currently 7,400 graduates on the graduate portal. The class presidents of 2024-26 are working to make this the class portal after graduation. She highlighted the work Directors Dial and Evans have done in relation to alumni relations and the fact that there are six events scheduled in 2025.

b. Brand Update

SVP Hornsby provided an update on the joint branding initiative for the AOG and AFA Foundation. They collaborated with a Milwaukee firm and conducted surveys with 200 graduate influencers to gauge reactions to three logo concepts. Key findings included that 72.2% felt the strategic priorities supported the needs of graduates and members, while 55% were enthusiastic about the brand message. The prop and wings logo were the clear favorite among participants, with 83.1% selecting it as their top choice.

The logo is intended to reflect the unifying vision of both organizations without competing with the Air Force logo. They will refine the design to avoid confusion with Army branding. There also will be organization-specific logos to use as needed. The development phase is nearly complete, with a full launch planned for spring, coinciding with a new website. Discussions included considerations for different branding strategies for younger alumni and the importance of maintaining a strong connection to the Academy. Overall, there was broad support for moving forward with the proposed branding, as they prepare for the implementation phase.

V. Committee Updates (also in Attachment 5)

a. Finance and Investment Committee

SVP Banet discussed plans to increase corporate sponsorship by 15% in the 2025 budget and noted that they had recently hired a Director of Corporate Sponsorship. The goal is to professionalize sponsorship efforts, targeting sectors such as airlines and beverages. An audit of current sponsorships is underway to improve access and build a stronger case for potential sponsors. The conversation touched on the differences between corporate sponsorships and donations, with insights on the types of sponsors they are seeking and the potential for collaboration with other USAFA organizations.

Committee Chair Strebe commented on the growing collaboration between the AOG and AFA Foundation. CFO Willemarck then outlined the 2025 budget, which anticipates modest revenue growth of 7%. Sponsorship changes are expected to drive further growth in 2026. There is a 4% expense growth driven by personnel costs and travel for engagement, but this will be offset by a detailed scrutiny of events. There will be an increased focus on our lines of business driven by the new EVP position. The proposed budget includes a total revenue of \$3.92 million (down from \$4.12 million in 2024) and total operating expenses of \$6.98 million (up from \$6.78 million in 2024). The subsidy from the AFA Foundation is expected to be \$350,000 in 2025.

MOTION: The Finance and Investment Committee moved to approve the 2025 budget. The motion was unanimously approved.

b. Governance Committee

Committee Chair Almand noted that we will review Governance Policy Chapter 4 and the calendar/schedule for the next meeting. She then talked about what, if any, action the Board should take regarding the Unity petition submitted for a Bylaws and Articles of Incorporation change on the ballot. Bylaws Article XII, Section 2 allows members to propose amendments by obtaining the signatures of members representing at least five percent of all voting members. A discussion ensued about whether we needed to clarify to the AOG membership what would be on the ballot. CEO Hille pointed out that the AOG communicated to the membership in May when the mailing list was released to the Unity group per Colorado law and again in September when the Unity letter was generated. In both cases, the AOG communication simply stuck to the facts. The conversation continued about whether we should discuss this further in executive session.

MOTION: Director Dial moved and Director Dudley seconded that we go into executive session (at the end of the day) IAW Bylaws Article V Section 8a with Executive Vice Chair Gould, CEO Hille, SVP Walkewicz, and SVP Hornsby staying. The motion passed with a vote of 12-3 (Directors Almand, Hoffman, and Krauth against; Director Bishop abstained).

c. Nominating Committee

Committee Chair Przybyslawski noted that there was no change to the election communication plan. The remainder of her presentation was held in executive session.

VI. Class Advisory Senate Update

Director Helms announced that CAS elections will take place from 7-17 November, with SVP Walkewicz assisting in the process. A survey-type ballot will be sent to each Senator, and they will transition to the new officers at the 21 January CAS meeting. The new CAS President will transition with Director Helms at our February meeting. Col. Marc Sands, the Senior USSF liaison to USAFA, will speak at the next CAS meeting, which will also cover the Unity letter.

Director Helms mentioned ongoing discussions regarding the toleration clause of the Honor Code. Under current rules, 4th- and 3rd-degree cadets are not required to report violations but must confront the individual, while 2nd- and 1st-degree cadets must report the violation. This topic will continue to be addressed in the January meeting. A short discussion ensued. Chair Bishop suggested inviting representatives from the Center for Character and Leadership Development to speak to the Board about the Honor Code.

VII. In-person Meeting Discussion

Director Lowe recommended holding an in-person meeting in February to maintain momentum and productivity, especially since the next in-person meeting isn't until April. He suggested this would be a good opportunity to address potential Bylaws changes, discuss the upcoming election, and brainstorm new ideas, possibly with a facilitator.

Chair Bishop reminded everyone that we had previously agreed to align our meetings with the AFA Foundation's and that we would use Zoom in between meetings as needed. He also noted that the election results would not be available in February, and that we would have a farewell for departing Board members at the April meeting. He suggested letting this cycle run for a couple of times. A discussion ensued about doing an optional Board retreat in February, attending the National Character and Leadership Symposium (NCLS) in conjunction with a meeting, the costs of having an in-person meeting, and the idea of adding an extra day to the April meeting for brainstorming. Chair Bishop reminded the group of the fact that the new Directors have a half-day training session the day prior to the April meeting.

MOTION: Director Lowe moved and Director Dudley seconded that we have a February in-person Board meeting focused on brainstorming. The motion passed by a vote of 12-0 (Directors Bishop, Almand, Evans and Dial abstained).

Discussion: Following the motion, the discussion turned more toward the idea of having a strategy summit meeting in February, to include the vision, and what problems we needed to solve, and how we could avoid moving to the tactical level. CEO Hille reminded the group that the current Strategic Plan has an imperative to review it in 2025. Chair Bishop requested the AOG to suggest what a strategic summit in February might look like, but noted that the Board needed to come up with the agenda. Directors Lowe, Carpenter, and Dial will address this.

Prior to going into executive session, Lt Gen (ret) Rod Bishop mentioned that graduates with questions about the Unity slate can visit a dedicated website. The petition has received over 2,000 votes and 650 comments.

MOTION: Director Evans moved and Director Tonneson seconded to go into executive session. The vote was 12-2 (Directors Hoffman and Kraus against; Director Almand abstained).

IX. Executive Session

The Board went into executive session IAW Bylaws Article V Section 8a at 11:21 a.m. MDT to discuss communication surrounding the Unity Bylaws changes that will be on the ballot.

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

X. Open Session

The Board went into open session at 12:02 p.m. MDT.

XI. Lt Gen Tony Bauernfeind '91, Superintendent

Lt Gen Bauernfeind began by providing an overview of the key staff positions, noting that the Vice Superintendent's position had been upgraded to a general officer position. He talked about staff restructuring and how we need to maintain our military as world-class to deal with current and future world problems. He discussed his three main priorities: 1) develop warfighters to win; 2) develop leaders of character and quality; and 3) develop critical thinkers to adapt. He highlighted the necessity of a culture of respect and announced a return to a four-class system for cadets to ensure they graduate with all the necessary leadership skills. This includes additional training for those who do not meet standards. Foundational elements for these priorities include:

1. Standards, readiness, and training, emphasizing readiness as a mindset.
2. Challenges, teamwork, and crucibles, highlighting the importance of teamwork in overcoming challenges.
3. Heritage, recognizing the importance of history while promoting accountability and service.
4. Perspectives, background, and problem-solving, focusing on cross-cultural communication and a zero-tolerance policy for misconduct.

He noted that he is demanding, not demeaning. The Superintendent concluded by asking for continued support and engagement.

XII. Executive Session

The Board went into executive session IAW Bylaws Article V Section 8a at 1:42 p.m. MDT to discuss the Board's internal survey and to approve the candidates on the ballot for the upcoming election. Chair Bishop, Director Helms, Director Bledsoe, and Director Walters did not attend this part of the meeting as they are running for re-election.

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

XIII. Open Session

The Board went into open session at 2:41 p.m. MDT.

Directors Hoffman, Carpenter, and Dial will take over looking at action steps from the Board's internal survey from Directors Mueh and Walters as their terms are ending.

MOTION: Director Kraus moved and Director Dudley seconded to rescind the 26 July 2024 motion (*The Nominating Committee moved that the AOG Board of Directors*

indicate the 10 candidates who have received the highest scores on the Nominating Committee skills and attributes matrix on the 2025 election ballot.)). The motion was unanimously approved by a quorum of directors.

MOTION: The Nominating Committee moved to put the 17 candidates on the ballot. The motion was unanimously approved by a quorum of directors.

XV. Adjournment

Vice Chair Almand adjourned the meeting at 2:45 p.m. MDT.

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

Respectfully submitted,
Virginia Caine Tonneson, Secretary

Atch:

1. 26 July 2024 Approved Meeting Minutes
2. CEO Monitoring Reports
3. Q3 Financials
4. Approved Agenda
5. Board Meeting Slide Deck



BOARD OF DIRECTORS MEETING

26 July 2024 Meeting Minutes

APPROVED

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

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

AOG Staff Present: Mark Hille '97, AOG/AFAF President/CEO; Katie Willemarck, AOG/AFAF CFO; Kelly Banet, SVP Development; Jillian Wood, Chief of Staff and Special Assistant to the Boards; Wyatt Hornsby, AOG/AFAF VP of Marketing and Communications; Emma Ross, Board Support/Office Manager; Eli Alvarado, IT Support Specialist.

Guests Present: Lt Gen (Ret) Michelle Johnson '81; Col Marc Sands '94, Space Force LNO to USAFA, Commander, Detachment 1; Lucky Ekman '63; Dan Bohlin '71; Ski Wagasky '72.

I. Call to Order/Chairman's Welcome

Chair Bishop called the meeting to order at 8:03 a.m. MDT on Friday, 26 July 2024.

II. Consent Agenda

The consent agenda included the 19 April 2024 Meeting Minutes (Attachment 1); 14 May 2024 E-Vote Minutes (Attachment 2); and CEO Monitoring Reports - 2.5 Asset Protection, 2.6 Investment Management, and 2.13 Address Major Audit Findings (Attachment 3).

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

III. Agenda Approval

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

IV. Staff Update (Attachment 5)

a. CEO Report

CEO Hille began by discussing his initial interactions with the new Superintendent who will assume command on August 2. His priorities are warfighting, leadership development, and critical thinking. There will be tighter uniform standards and a renewed intensity over deadlines.

CEO Hille then discussed the strategic plan using a stoplight chart to highlight areas of success and those needing additional work.

- Engagement: Annual giving and the Next Gen program are doing well, while alumni programs are showing incremental improvements. He commented that they need to ensure they focus on the most important efforts.
- Philanthropy: The campaign has exceeded \$300 million. As the campaign concludes, they will determine what comes next. They are looking at how to endow various programs such as *Checkpoints* and the next-of-kin program.
- Stewardship: They are moving to a quarterly grant-making cycle, which was formerly done on an ad-hoc basis. Construction is everywhere to include the Madera Cyber Innovation Center, stadium, North Gate projects, and Space. One area where they have struggled this quarter is in earned revenue. It is lagging, but they are controlling operating costs to match, so our net income is on budget.
- Communications: Rebranding efforts are taking shape and he assured the Board that we would not be surprised with the resulting logo.
- Organizational excellence. Staff turnover is too high, but some of that is related to factors they cannot control such as the availability of higher-paying jobs with more flexibility. The staff climate survey, which was conducted in May 2024, pointed to stovepipes. For example, because some elements only have a single person, they may not know what the person down the hall is doing. To remedy this, they are focused on cross-functional collaboration and internal communication. In addition, Wecker Hall will house the entire team so they will not be as scattered as they are currently. The survey also showed that individuals have a strong connection to the team and leadership, they live the USAFA core values daily, and it is clear that the staff cares about each other.

Executive Vice Chair Gould then added his thoughts. The fact that he is away from day-to-day activities has allowed him to watch the strategic movements, and he believes we are on course. He noted that CEO Hille's visit to the new superintendent was at the superintendent's request, which is a positive sign. He also commented on staff turnover. While people like working at the AOG, there are many other opportunities available to them. On a positive note, when AOG staff members decide

to leave the organization, they do not point to their senior staff as a factor. A brief discussion ensued about potential methods to keep staff.

b. Quarterly Financial Update

CFO Willemarck provided the second quarter financial review. We made some aggressive revenue goals but are currently 17% behind those largely due to merchandise sales. She explained the factors behind that and the fact that they have implemented *Shopify* for online sales. She noted that West Point has sales of \$12 million in merchandise. Another area where we are falling short is in sponsorship and advertising. We increased the goal from last year, and while we are ahead of where we were at the same time in 2023, we are still behind the goal. They are focusing on staff to improve sponsorship and advertising sales. A short discussion ensued concerning what companies we would like to have as sponsors, our relationship with the Air Force Academy Athletic Corporation (AFAAC) as far as merchandise is concerned, marketing as part of the Olympic Training City, and other potential venues where we might sell merchandise. Chair Bishop asked Mark to give the Board a sense of the types of companies they are looking at and to possibly preview it at the October Board meeting.

In total operating revenue, we are down \$756,000 from this time last year, but we are also under budget on expenses. Part of this is related to timing of payroll, and \$73,000 is because of merchandise. They have put several measures in place for cost-savings and have a finance liaison for everyone who owns a piece of the budget. The overall operating loss is better than it was last year (\$719,000 today versus \$751,000 last year) and we are doing very well in investments. CEO Hille noted that we function on operating loss, so it is expected that the investments will fill that. Overall, net assets are up \$6.1 million.

V. Committee Updates (also in Attachment 5)

a. Governance Committee

Committee Chair Almand explained that the committee reviewed Governance Policies Category 3 and found only administrative changes, which are shown below. (New wording is in *italics*).

3.1b. 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*.

3.2 The Board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved and describe organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

3.2a. 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.

3.2b. The CEO will make inputs to the development of Board policies, including *organizational Ends*, to the Board as he/she deems appropriate.

Chair Almand then discussed a proposed resource document that would provide a more user-friendly reference document for Board members. Directors could then look at the Bylaws and Governance Policies for more specifics. The Board agreed it was a good idea so the Governance Committee will continue to pursue creating the resource document with a goal of having it ready for review before the new Board is in place in April.

Finally, the group discussed the idea of having a permanent AFA Foundation member as a voting AOG Board member and vice versa. While we currently attend each other's Board meetings as non-voting members, the proposal would identify a specific Board member who is also on the other Board. We would need to have a membership vote on something of this magnitude. Chair Bishop suggested that this move was too soon, and perhaps we could consider making it an additional duty for someone.

b. Nominating Committee

Committee Chair Przybyslawski began by providing an election update including the timeline, the number of Board positions coming open, candidate recruiting, and election ballot endorsements. Candidate submissions opened in June 2024 and submission closes on 7 October. We need a minimum of 10 names on the ballot since we are losing five elected members. If the package is incomplete and it is prior to 7 October, the Nominating Committee will contact the person to tell them it is incomplete. The cutoff date for someone to become an AOG member for voting purposes is 20 December. The election runs from 3 February to 3 March. The group discussed the fact that the Bylaws state that if someone is running for election, they cannot serve on the Nominating Committee.

In the past, if a package was sent to the Nominating Committee, they were put on the ballot. This raised the question of whether there was a possibility of having an exorbitant number of candidates and whether everyone should be required to have 25 AOG member signatures. The Nominating Committee recommended that the Board endorse five candidates in the upcoming election. They proposed scoring the candidates based on the skills and attributes matrix and coming to the October meeting with a slate of eight candidates which the Board would reduce to five. VP Hornsby then discussed the communication plan for the election and the details of the three phases in the plan.

CEO Hille noted that he had spent a significant amount of time talking to folks about the election and that it was important to ensure everything was in the open. He pointed out that when we talk to others to run for the Board, we need to know that they are truly qualified. Director Helms noted that when he discussed the idea of an

endorsed slate with the Class Advisory Senate (CAS), seven senators came up to him afterward against the idea. No senator said they were for the idea.

A lengthy and vigorous discussion ensued about whether we should identify the top candidates based on the skills and attributes matrix. The discussion included the fact that we did not want it to appear that the Board “had a thumb on the scale,” but also that we needed to be responsive to the individuals on the election survey who expressed concern with having to do independent research on the many candidates in the last election. The idea that we should do nothing was also discussed. After much debate, the sense of the Board was that we wanted scoring of some sort.

MOTION: The Nominating Committee moved that the AOG Board of Directors indicate the 10 candidates who have received the highest scores on the Nominating Committee skills and attributes matrix on the 2025 election ballot. The motion was approved by a vote of 14-2 (Directors Dudley and Hoffman against).

c. Finance and Investment Committee

Committee Chair Strebe provided an investment update. He noted that the portfolio has continued to grow despite helping to fund AOG operations. He talked about taking money out of investments to be used where needed (rebalancing). The areas that need money include Falcon Stadium (\$3 million from the Moller Trust), Tuskegee Memorial (\$1 million from Bennett Soaring) and Q4 Operational (\$500,000) for a total of \$4.5 million. The committee goes through rebalancing every quarter. He then talked specifically about the Bennett fund. In 2016, the Board designated that the unrestricted Bennett fund restrict \$3 million for the Soaring Program. The fund has grown to \$4.7 million, but they have only granted \$178,000 over the life of the fund. They need money to construct a new pavilion and exhibit to honor the Tuskegee Airmen.

MOTION: The Finance and Investment Committee moved to approve the redesignation of \$1 million from the Francis C. Bennett Soaring Margin of Excellence Fund to support construction of the Tuskegee Airmen Memorial. The motion was approved by a vote of 14-1 (Director Dudley against).

The estimated distribution timeline will be \$400,000 in Q4 2024 and \$600,000 in Q1 2025.

VI. Lt Gen (Ret) Michelle Johnson '81

Lt Gen (Ret) Johnson relayed a concern a graduate had brought to her about an AOG chapter event. The individual felt uncomfortable because the chapter was very active politically, including having a political action group, newsletter, and a blog. She read us the DOD directive that said we are federal agency adjacent and should not be advocating a political party. In addition, the AOG Articles of Incorporation state: “The corporation shall at no time be used in any way to support or oppose any political ideas,

organizations, or candidate.” Chair Bishop will work with CEO Hille to reinforce the fact that we are not supposed to use the chapters for politics. Lt Gen (Ret) Johnson concluded by discussion the Harmon Memorial and the quotes about character, education, and leadership.

VII. Col Marc Sands ’94, Space Force LNO to USAFA

Col Sands provided an overview of the USSF at the Academy. He stressed that we have one academy for two services and that “until we are no longer on earth, the USSF Academy will be at USAFA.” His job is to educate, train, and inspire cadets to become officers of character motivated to lead the U.S. Space Force. About 100 cadets go into the USSF. He then talked about how his organization drives the accession process for how USAFA Guardians are selected, synchronizes Guardianship programs across USAFA missions, provides support to “all things space,” and develops and executes the Summer Azimuth programs. He provided details on the USSF selection process, funding, the five career fields, and their five lines of effort. He ended his comments with a note that the best path to becoming an astronaut was still via the Air Force.

VIII. Class Advisory Senate Update

In addition to the comments about the election noted in Section V.b., Director Helms noted that the CAS had updated the CAS Procedures. The two changes were to include a term limit of four 2-year terms for the CAS President and that the election would be in November.

IX. NextGen Task Force Update

Task Force Lead Dial began by noting that the purpose of the task force was to come up with ways to increase the participation of graduates in the classes of 2000 and beyond. There was a short discussion about the factors that made 2010 participation so much higher than the other 21st Century classes (18% versus 3-4% for others).

He noted that the information on the slides was for all of us to use in the get-out-the-vote campaign. Chair Bishop wanted to ensure we are not crossing into what the AOG staff is doing. CEO Hille would like SVP Walkewicz to help coordinate. They will discuss this offline to make sure we are not working at cross purposes.

He reviewed the NextGen Task Force ideas to include:

- 1) continuing the Long Blue Line Socials (focusing on six cities with the highest percentage of graduates);
- 2) engaging with the USAFA Careers and Networking Facebook Group and the class Facebook Groups;
- 3) creating a “Demystifying the AOG Board” presentation;

- 4) having purposeful network communication (e.g., at job drop and 100's Night); and
- 5) supporting the USAFA alumni soccer team playing in "The Soccer Tournament" (TST 2025) with a tailgate.

MOTION: Director Bishop moved and Director Tonneson seconded to go into executive session to discuss an update on the Board self-assessment and the AOG succession plan. The motion was unanimously approved.

X. Executive Session

The Board went into executive session IAW Bylaws Article V Section 8c at 2:44 p.m. MDT.

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

XI. Open Session

The Board went into open session at 3:18 p.m. MDT.

MOTION: Chair Bishop moved and Director Bledsoe seconded that subsequent to the Board self-assessment, the Board has determined that the three areas of strategic clarity, engagement, and transparency are areas where we want to focus our attention and resources. We will establish periodic benchmarks and milestones to ensure we are meeting our requirements as a Board. The motion was unanimously approved.

XII. Chair's Comments

Chair Bishop commented on the timing of the Long Blue Line awards dinner tonight.

XIII. Adjournment

Chair Bishop adjourned the meeting at 3:22 p.m. MDT.

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

Respectfully submitted,
Virginia Caine Tonneson, Secretary

Atch:

1. 19 April 2024 Approved Meeting Minutes
2. 14 May 2024 Approved E-Vote Minutes
3. CEO Monitoring Reports
4. Approved Agenda
5. Board Meeting Slide Deck

MONITORING REPORT

POLICY EFFECTIVE DATE: 18 October 2024

POLICY TYPE: Executive Limitations

POLICY: Compensation and Benefits

POLICY NUMBER: 2.8

POLICY DESCRIPTION:

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, he or she may not:

- 1. Change his or her own compensation and benefits, except as a change in benefits is consistent with a package for all other employees.**

REPORT:

The CEO's total compensation is approved by the Board of Directors, and agreements with the CEO are approved and signed by the Chair of the Board. There have been no requests or orders to change the CEO's compensation without approval of the Board.

- 2. Promise or imply anything other than "at-will" employment.**

REPORT:

The Human Resources Director completes the in-processing for new employees and communicates to each new hire that their employment with the organization is "at-will". Furthermore, each employment agreement with each new hire specifically states that "employment may be terminated at-will by either party..."

- 3. 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.**

REPORT:

For calendar year 2024, the budget approved by the Board of Directors and administered by the CEO set a cost-of-living market adjustment of 4% for employees who started after April 1, 2023 (prorated based on start date). Additional compensation adjustments not exceeding 2% of the total salary pool were made to aid retention of high performing and key staff. The Board approved the budgeted compensation and benefits as part of its overall budget for 2024.

4. **Create obligations over a longer term than revenues can be safely projected, and in no event longer than one year.**

REPORT:

There have been no new obligations established that would exceed expected revenues to be generated. Any such contracts would, at a minimum, include a cancellation clause in case of default or non-performance.

5. **Establish or change retirement benefits so as to cause unpredictable or inequitable situations.**

REPORT:

Retirement benefits were updated on January 1, 2024, as part of the Board-approved single employer model. Benefits are in line with the market for non-profits in Colorado and comply with all relevant statutes to ensure predictability and fairness for all employees.

Compliance Status: *In Compliance*

MONITORING REPORT

DATE: 18 October 2024

POLICY TYPE: Executive Limitations

POLICY TITLE: Programs/Events/Services

POLICY NUMBER: 2.10

POLICY DESCRIPTION:

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.

Programs/events produced, and services provided are high quality and are seen as such by attendees/consumers. The AOG has received numerous letters and emails praising the quality of the programs/event/services. Doolittle Hall is considered to be one of top five function venues in Colorado Springs. All required safety protocols are complied with. Complaints about programs/events are rare.

Accordingly, he or she may not:

- 1) Fail to produce and implement operational planning to ensure that the event(s)/services are well organized, and are safe for all attendees.**

Report:

Programs/Events are operationally planned by a professional AOG Alumni Relations and Events staff and briefed to the CEO (or President) prior to implementation.

- a. Timeline/Flow of Events/Scripting (as applicable) are submitted in writing.
- b. Proper AOG manning is assigned based on duties; numbers; and duration.
- c. Standard safety protocols required by event venues are followed.

Examples of Events

- On-campus events
 - Board Director/Class Advisory Senate Meetings
 - In-processing Events (Ice Cream Social)
 - Heritage Days
 - Reunions
 - Chapter/Affinity Group Events
 - Parents' Weekend Events (WebGuy Social)
- Off-campus events

- Reunions (Hotel Events)
- Chapter Events (Away Games, Founders Day, etc.)
- Away Game Tailgates (Commanders Classic)
- Chapter Events (Founders Day)
- Virtual events
 - ZoomieBrief Platform (Senior Leader Calls)
 - Sabre Society Series
 - Board Director/Class Advisory Senate Meetings

2) Fail to design logistical plans which comply with all applicable legal requirements and which facilitate crowd comfort, safety and enjoyment of the event(s).

REPORT:

Programs/Events are logistically designed and planned by staff and briefed to CEO (or President) prior to implementation.

- a. Legal/Safety requirements are satisfied by adhering to applicable guidance and venue guidelines.
 - b. Crowd comfort and enjoyment of the events are satisfied by both pre-planning and on-the-scene adjustments, as necessary, by the AOG Alumni Relations and Events staff.
- Examples of Events (See Number 1)

3) Fail to purchase supplies for resale to members, when appropriate, leverage group buying power.

REPORT:

Materials are purchased for resale to members primarily through the merchandise department

- a. Breakpoints are examined and negotiated to lower costs
 - Bulk purchases are accomplished when feasible and economically appropriate. (Ex. AOG store merchandise; lanyards for reunions)

4) Fail to provide appropriate support and financial management functions, as specified in Memoranda of Understanding (MOU) or other agreements.

REPORT:

- a. Support and financial management are carried out as agreed in memoranda and agreements.

Compliance Status: In Compliance

MONITORING REPORT

DATE: 18 October 2024

POLICY TYPE: Executive Limitations

POLICY TITLE: Official Opinions or Recommendations

POLICY NUMBER: 2.11

POLICY DESCRIPTION:

With respect to DoD, USAF 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.

Report:

The CEO has rendered no official opinion or recommendations on such matters.

Compliance Status: In Compliance

Financial Statements

For the fiscal year ending September 30, 2024

Management Discussion and Analysis

Statement of Financial Position (Page 2)

The enclosed financial results for the fiscal year-to-date September 30, 2024 were prepared in accordance with generally accepted accounting principles (GAAP).

The total assets of the organization were \$117.9 million, an increase of approximately \$4.4 million from 2023. The increase is mostly related to the increase in investments and the beneficial interest in the value of the Moller Trust. Total liabilities have increased by \$1.2 million related to growth of agency fund balances for reunions and timing of the intercompany payable for expenses owed to AFAC.

Total net assets have increased \$3.2 million from 2023 primarily related to investment growth.

Operating Statement of Activities (Page 3)

Overall, we have a net income of \$3.5 million for the fiscal year, entirely from investment gains.

Revenues (Highlights Page 3)

- **Advertising and Sponsorships** are lower than the budget by \$182,000. As we are transitioning this team to have a sole focus on sponsorship sales we have had a gap in revenue. The team has been hired and have begun their strategic plan to enhance this line of business.
- **Conferences for SAAC sales** have been slower and lower than budgeted due to a change in shared revenue for these conferences.

Expenses (Highlights Page 3)

- **Personnel costs** are lower than budgeted by \$383,000 due to timing of budgeting single employer changes, attrition and lower benefit participation than anticipated. A portion of this is timing that will catch up in the fourth quarter, however, it is anticipated that some savings will remain.

Statement of Financial Position **As of September 30,** **(Unaudited)**

Assets	2024	2023	\$ Variance
Cash and Cash Equivalents	942,737	622,581	320,156
Merchandise Inventory	409,017	434,363	(25,346)
Pledges and Accounts Receivable	449,440	293,947	155,493
Prepaid Expenses	132,958	111,025	21,933
Total Current Assets	1,934,152	1,461,916	472,236
Investments	54,143,955	52,692,189	1,451,766
Beneficial Interest in Trust	58,783,526	55,823,652	2,959,874
Fixed Assets	14,349,245		-
Less: Accumulated Depreciation & Amortization	(11,325,045)	3,024,200	(498,254)
AFAF/AOG Intercompany	2,446	2,637	(191)
Total Assets	117,888,279	113,502,848	4,385,431
Liabilities			
Accounts and Other Payables	236,258	220,665	15,593
Agency Deposits	1,839,326	1,394,884	444,442
Deferred Income and Unearned Life Memberships	2,162,679	2,095,301	67,378
Intercompany Payable (Receivable)	623,433	(41,728)	665,161
Other Liabilities	25,000	47,000	(22,000)
Total Liabilities	4,886,696	3,716,122	1,170,574
Net Assets			
Unrestricted – AOG Operating Reserve	1,338,455	1,338,455	-
Unrestricted-designated – for Short-term Purposes	290,520	290,520	-
Unrestricted-designated – for Endowments	5,220,963	4,478,049	742,914
Invested in Property and Equipment	3,024,199	3,522,454	(498,255)
Unrestricted-undesignated	31,606,510	24,923,212	6,683,298
Total Without Donor Restrictions	41,480,647	34,552,690	6,927,957
With Donor Restrictions	71,520,936	75,234,036	(3,713,100)
Total Net Assets	113,001,583	109,786,726	3,214,857
Total Liabilities and Net Assets	117,888,279	113,502,848	4,385,431

Operating Statement of Activities

For the Year to Date ended September 30, 2023
(Unaudited)

	YTD Actual	YTD Budget	Variance	PY YTD
Revenues				
Donations and Contributions	\$ 207,020	\$ 213,000	\$ (5,980)	\$ 210,415
Membership Dues	671,033	719,074	(48,041)	614,418
Merchandising	633,737	700,000	(66,263)	790,738
Member Services	13,510	11,250	2,260	13,472
Advertising and Sponsorships	444,284	625,880	(181,596)	458,561
Reunion Services	201,711	283,000	(81,289)	116,691
Administration Fees	32,284	29,000	3,284	29,731
Conferences	57,673	165,000	(107,327)	152,536
Royalties	122,155	125,533	(3,378)	113,631
Football Tickets and Tailgates	94,678	98,500	(3,822)	63,283
Activities and Social Events	57,891	48,650	9,241	52,917
Miscellaneous Income	9,059	36,000	(26,941)	6,678
Shared Services	77,788	84,997	(7,209)	202,081
Transfers from/(to) Restricted Funds	-	-	-	24,192
Total Revenues	2,622,822	3,139,884	(517,062)	2,849,344
Operating Expenses				
Salaries and Wages	1,772,594	2,074,961	(302,367)	2,178,442
Payroll Taxes	141,995	173,984	(31,989)	171,144
Benefits	285,963	334,238	(48,275)	283,012
Grants	924		924	1,926
Board Governance Costs	38,674	34,600	4,074	91,170
Professional Services	389,785	360,450	29,335	420,975
Professional Printing	133,590	173,751	(40,161)	170,375
Postage and Shipping	97,891	109,821	(11,930)	97,928
Merchandise Cost of Sales	317,639	361,899	(44,260)	477,228
Insurance and Bonding	61,906	34,560	27,346	34,784
Employee Travel and Meals	76,530	123,703	(47,173)	124,346
Social Events and Meetings	259,256	196,500	62,756	221,936
Office Supplies	35,216	32,565	2,651	63,391
Advertising and Corporate Promotion	52,767	43,150	9,617	49,041
Office Expenses	355,589	313,972	41,617	292,330
Employee Training and Education	4,506	22,300	(17,794)	11,002
Facilities Expenses	330,034	331,490	(1,456)	325,143
Depreciation and Amortization	444,858	405,000	39,858	437,343
Total Operating Expenses	4,799,716	5,126,944	(327,227)	5,451,516
OPERATING SURPLUS/(DEFICIT)	(2,176,894)	(1,987,060)	(189,835)	(2,602,172)
Investment Income				
Investment Interest & Dividends	689,770	621,929	67,841	435,964
Realized/Unrealized Gains/(Losses)	4,280,201	808,972	3,471,229	2,571,810
Total Investment Income	4,969,970	1,430,901	3,539,070	3,007,774
Other Income and Deductions				
Grant/Service Agreement from AFAF	419,300	419,300	-	850,000
Allocated Expenses to Foundation	307,450	281,876	25,574	-
Total Other Income and Deductions	726,750	701,176	25,574	850,000
NET SURPLUS/(DEFICIT)	\$ 3,519,826	\$ 145,017	\$ 3,374,809	\$ 1,255,602

Schedule of Investments

For the Year to Date ended September 30, 2023
(Unaudited)

	Amount	%	Target	Max
Cash/Short-term	\$ 550,075	1%	5%	20%
U. S. Equities (value & growth)	24,283,907	45%	43%	50%
International Equities	10,679,446	20%	28%	50%
Emerging Markets	2,901,252	5%	5%	10%
Real Estate/REITs	2,624,777	5%	5%	15%
Fixed Income	9,712,554	18%	10%	20%
Alternatives	3,391,944	6%	5%	20%
Investable Cash and unsold stock	<u>-</u>	<u>-</u>	<u>0%</u>	10%
TOTAL	<u><u>\$54,143,955</u></u>	<u><u>100%</u></u>	<u><u>100%</u></u>	

Schedule of Capital Additions

As of September 30, 2023
(Unaudited)

	<u>Actual</u>	<u>Annual Budget</u>
Paid with operating funds:		
Merchandise Area Improvements	\$ 54,145	\$ 72,000
Building Maintenance	-	45,000
IT Equipment	-	-
	<u>54,145</u>	<u>117,000</u>
Total for operating funds	<u>54,145</u>	<u>117,000</u>
Paid with restricted funds:		
Distinguished Graduate Recognition	9,876	125,000
	<u>9,876</u>	<u>125,000</u>
Total for restricted funds	<u>9,876</u>	<u>125,000</u>
TOTAL	<u><u>\$ 64,021</u></u>	<u><u>\$ 242,000</u></u>



Board of Directors Meeting Agenda
17-19 October 2024

17 October 2024

3:00 – 5:00 p.m.

AOG Honorary Member Ceremony/Lt. Col. (Ret) Louis A. Burkel III

Assembly, Doolittle Hall

Attire: Business Casual

5:30 – 7:00 p.m.

AOG Board Reception

Library, Doolittle Hall

Attire: Business Casual

18 October 2024

7:30 – 7:55 a.m.

Breakfast – Library, Doolittle Hall

8:00 a.m.

Board Meeting – Board Room

Attire: Business Casual

- I. Call to Order/Chairman's Welcome
- II. Moment of Silence & Pledge of Allegiance
- III. Notified Absences & Introductions
- IV. Consent Agenda Approval
 1. Board Meeting Minutes, 26 July 2024
 2. Executive Limitations
 - a. 2.8 Compensation and Benefits
 - b. 2.10 Program Event Services
 - c. 2.11 Official Opinions or Recommendations
 3. Q3 Financials
- V. Agenda Approval

8:15 a.m.

VI. Staff Update

1. CEO Briefing (CEO Hille)
2. Brand Update (SVP Hornsby)

9:00 a.m.

VII. Committee Updates

1. Finance and Investment Committee (Dir. Strebe)
 - a. Budget Approval
2. Governance Committee (Dir. Almand)
 - a. Assign Governance Policy, Chapter 4
 - b. Assign Calendar/Schedule Review
 - c. Discussion
3. Nominating Committee (Dir. Przybyslawski)
 - a. AOG Election Communication Plan (with SVP's Walkewicz & Hornsby)
 - b. Discussion
4. Class Advisory Senate Update (Dir. Helms)
5. In-person Meeting Discussion (Dir Lowe)

Noon

Lunch

1:00 – 1:30 p.m.

Guest Speaker: Lieutenant General Tony Bauernfeind '91, Superintendent

1:45 p.m.

VIII. Executive Session

1. Board Survey (Dir's Much & Walters)
2. Approve Candidates for Ballot

2:00 p.m.

Adjourn

6:00 p.m.

AOG/AFAF Joint Board Dinner

Thomas Blake Ballroom, The Club at Flying Horse

1880 Weiskoff Point

Colorado Springs

19 October

3:00 – 5:00 p.m.

Falcon Nation Tailgate

Falcon Alley

6:00 p.m.

Colorado State Rams v. Air Force Falcons

Falcon Stadium



Board of Directors Meeting 18 October 2024

Agenda

- I. Call to Order
- II. Moment of Silence & Pledge of Allegiance
- III. Notified Absences & Introductions
- IV. Consent Agenda Approval
- V. Agenda Approval
- VI. Staff Updates
- VII. Committee Updates
- VIII. Executive Session

Call to Order

Board Chair Opening Remarks

Moment of Silence & Pledge of Allegiance

Notified Absences & Introductions

Consent Agenda Approval

1. Board Meeting Minutes, 26 July 2024
2. Executive Limitation/Monitoring Reports
 - a. 2.8 Compensation and Benefits
 - b. 2.10 Program Event Services
 - c. 2.11 Official Opinions or Recommendations
3. Q3 Financials

Agenda Approval

Staff Updates



CEO Update

Hille

Engagement – Cultivate lifelong relationships and provide valued service to the Academy and our graduates

- 1. Young alumni ambassadors/Awards weekend
- 2. Reunion program
- 3. Satellite location
- 4. Heritage Trail expansion

Philanthropy – Enhance financial strength and stability to advance the Academy and sustain our mission

- 1. \$315 million (e.g. Kucera Legacy Center, Madera Cyber Innovation Center, IFC, Northgate)
- 2. Graduate participation
- 3. AFA Fund up 15% year over year
- 4. Reunion endowment

Stewardship – Responsibly seek and manage gifted time, talent, treasure and relationship

- 1. Efficient use of all earned and contributed funds
- 2. Quarterly grants cycle in 2025
- 3. Stewardship metrics needed

Communication – Tell the story of our Academy, our graduates and our mission with our words and actions

- 1. Brand development and website
- 2. Customer service and events professionalism
- 3. Crisis and succession planning

Workplace Excellence – Align our Values, our culture and our commitment as a team to drive overall effectiveness of our mission

- 1. Staff retention
- 2. Staff survey and next steps
- 3. Wecker Hall/Yost Plaza

BRAND AND LOGO UPDATE

Hornsby
October 2024



About the Survey

Test brand direction
and 3 logo concepts

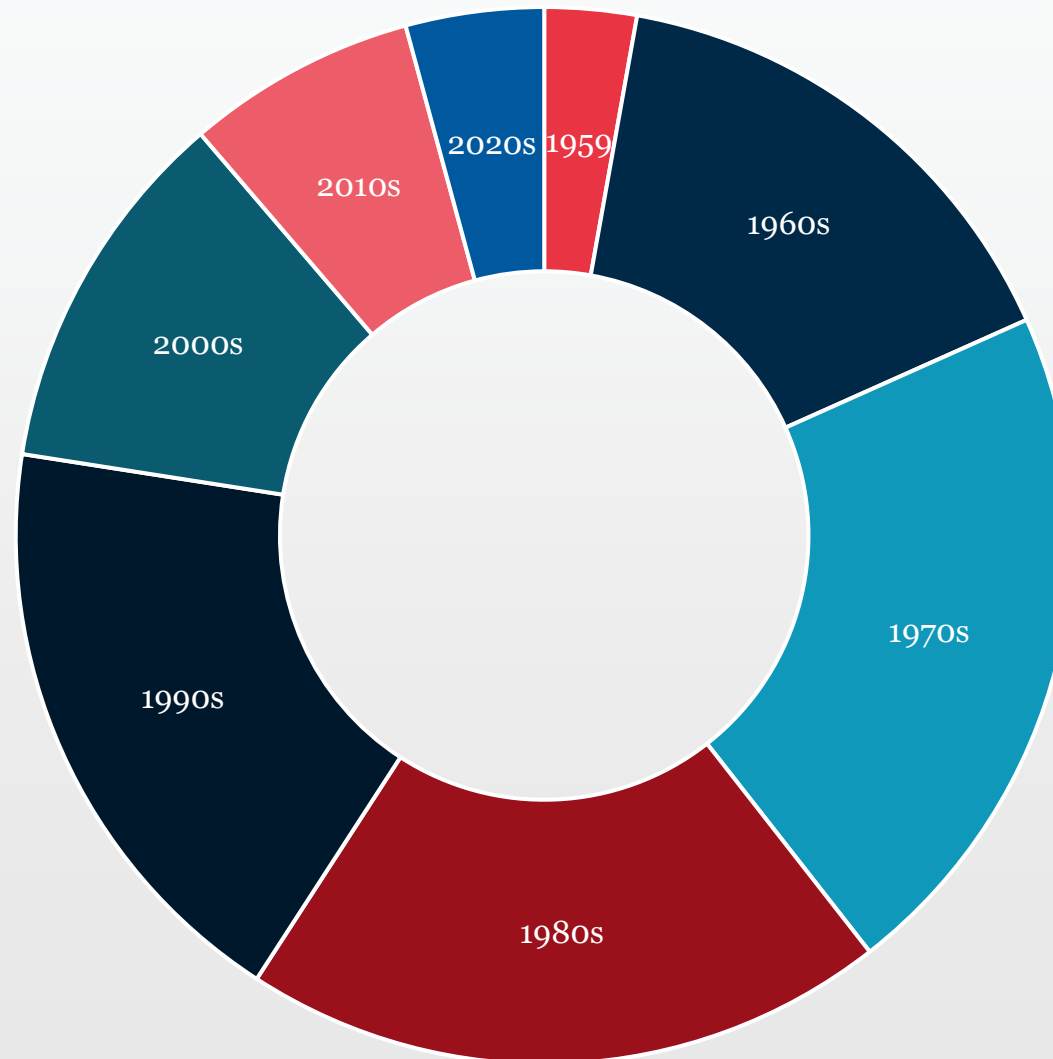
Grad influencers: CAS,
chapters, affinity
groups, 1st assignment
ambassadors, grads
on hill

77 responses – 40%
r/r – anonymous – 3rd
party platform

96% of respondents
were grads

Aug. 28 – Sept. 5

Participant Profile – Class Decades

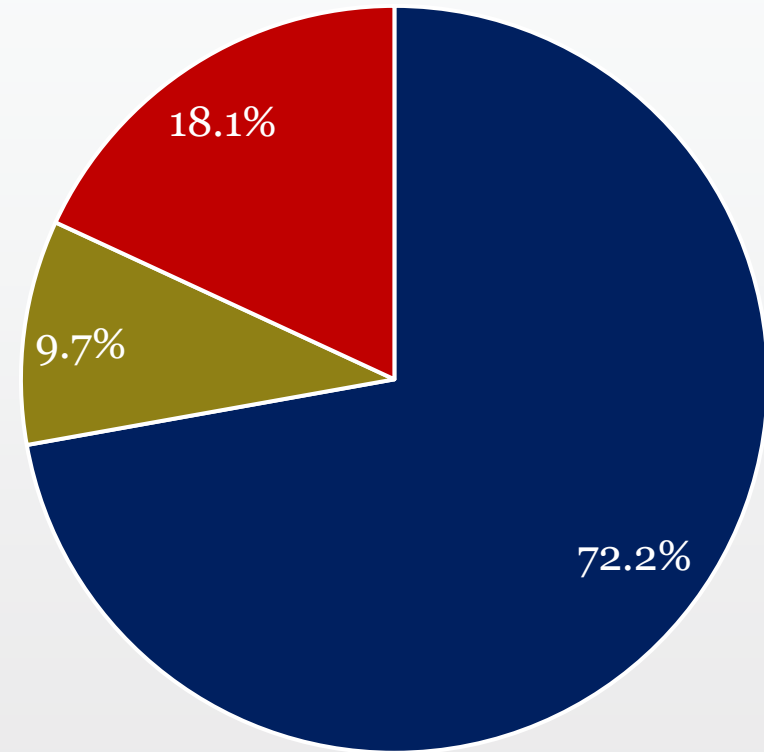


- 1959
- 1960s
- 1970s
- 1980s
- 1990s
- 2000s
- 2010s
- 2020s

Strategic Priorities Buy-In

Do you believe these strategic priorities will help the U.S. Air Force Academy Association & Foundation support the needs and goals of graduates, members, donors and the Academy?

(Engagement – Philanthropy – Stewardship – Communication – Organizational Excellence)

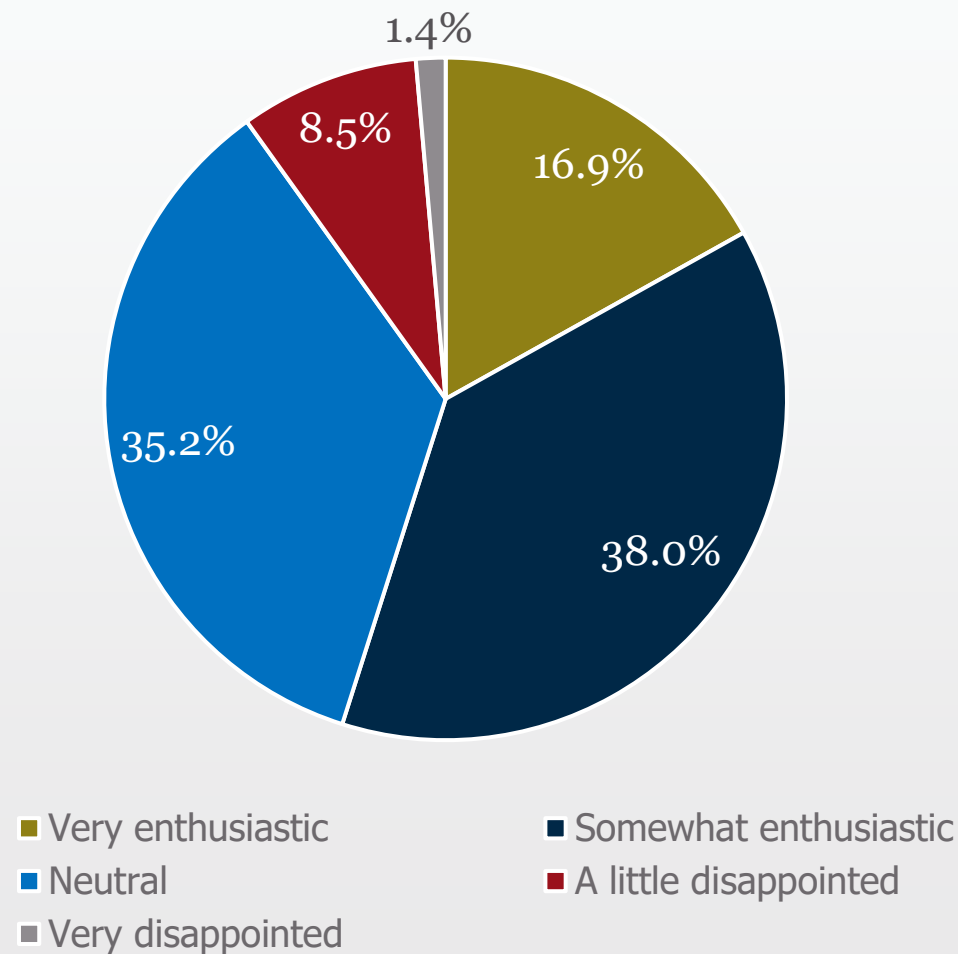


■ Yes ■ No ■ Not sure

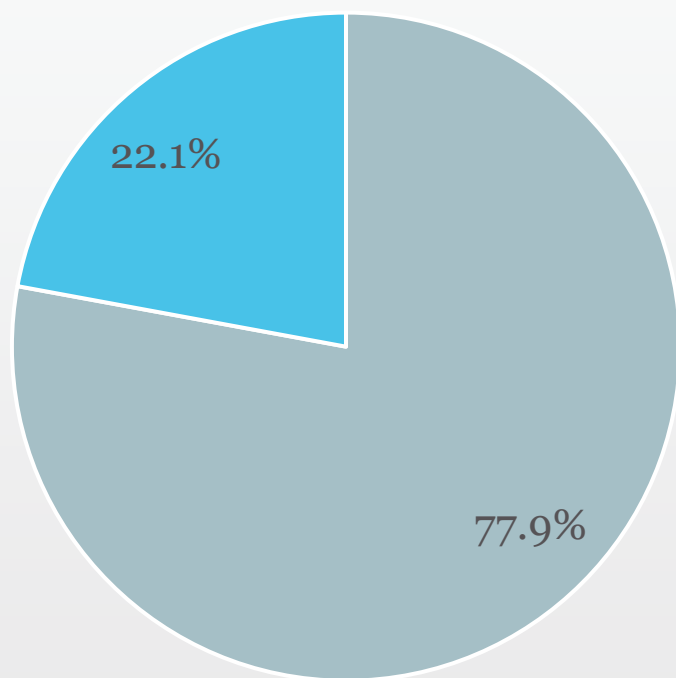
Enthusiasm for Overarching Brand Message

How do you feel about the new direction of the U.S. Air Force Academy Association & Foundation's brand messaging?

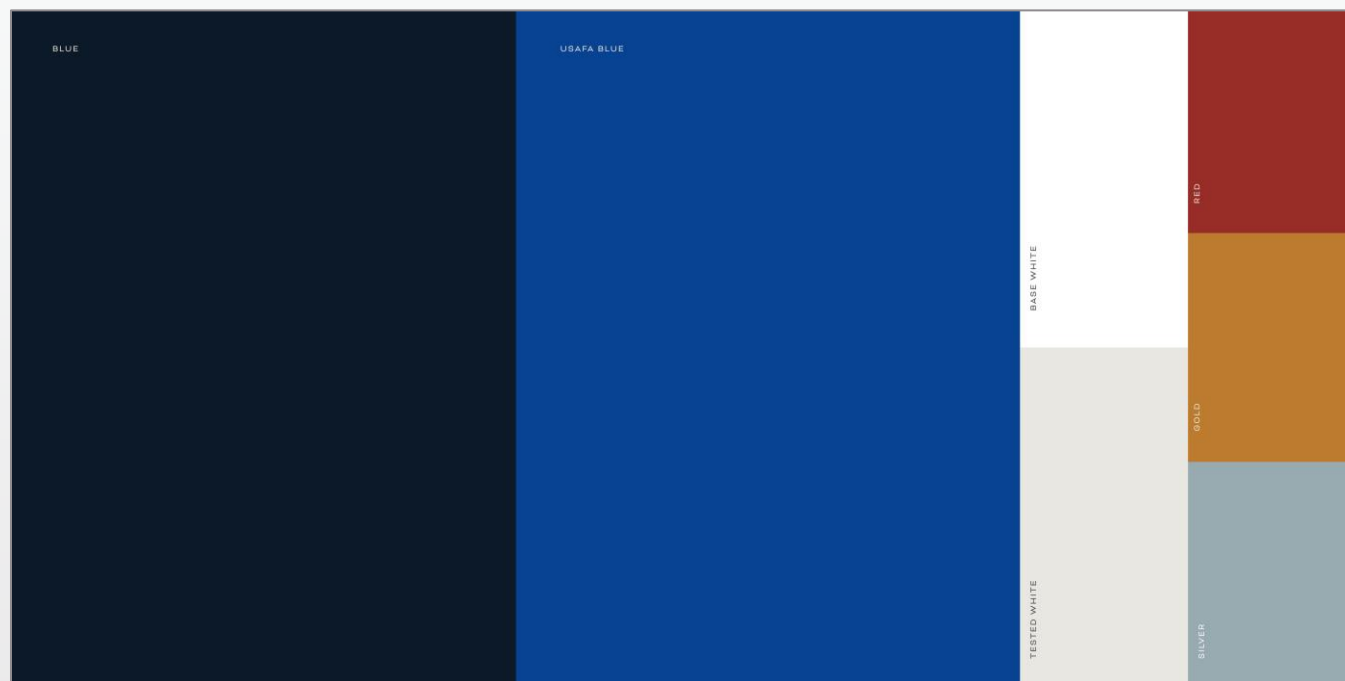
The U.S. Air Force Academy Association & Foundation's combined branding and messaging is a shared effort. It is intended to celebrate the experiences, heritage and pride of members and donors. Our new organizational identity will not stand apart from graduates or donors, but beside them. It will reflect the shared values and experiences instilled in graduates by the United States Air Force Academy. Graduates feel strongly about the Academy and each other, and our brand will reflect those connections and enduring bonds across decades and generations.



Appropriate Color Palette?



■ Yes ■ No



Option 1



Option 2



Option 3



Option 1



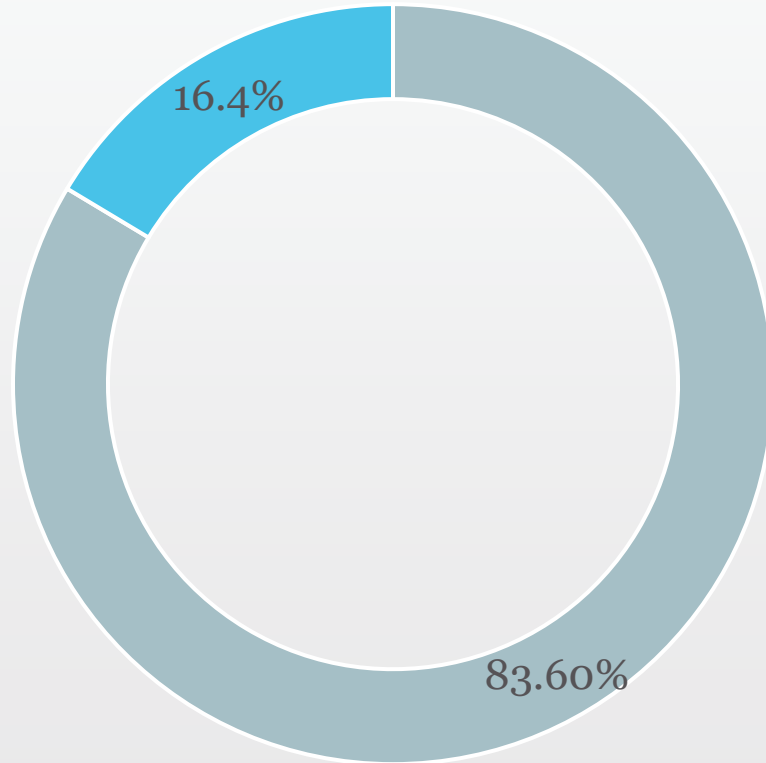
Prop and Wings Concept - Attributes

Top 5 selected attributes:

- **Traditional (83.1%)**
- **Heritage (75.4%)**
- **Appropriate (58.5%)**
- Strong (47.7%)
- Unifying (38.5%)



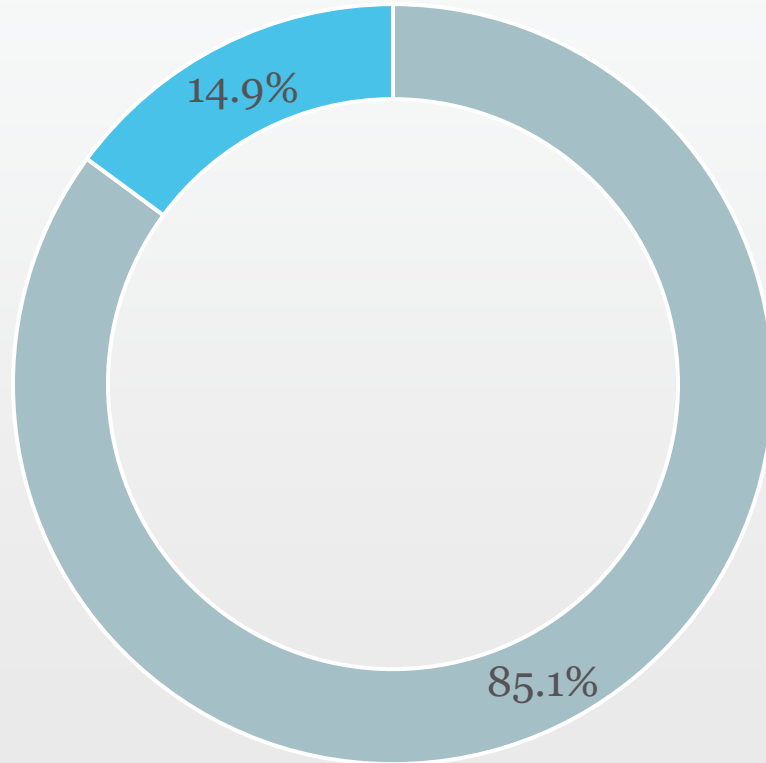
Prop and Wings Concept – Appealing?



■ Yes ■ No



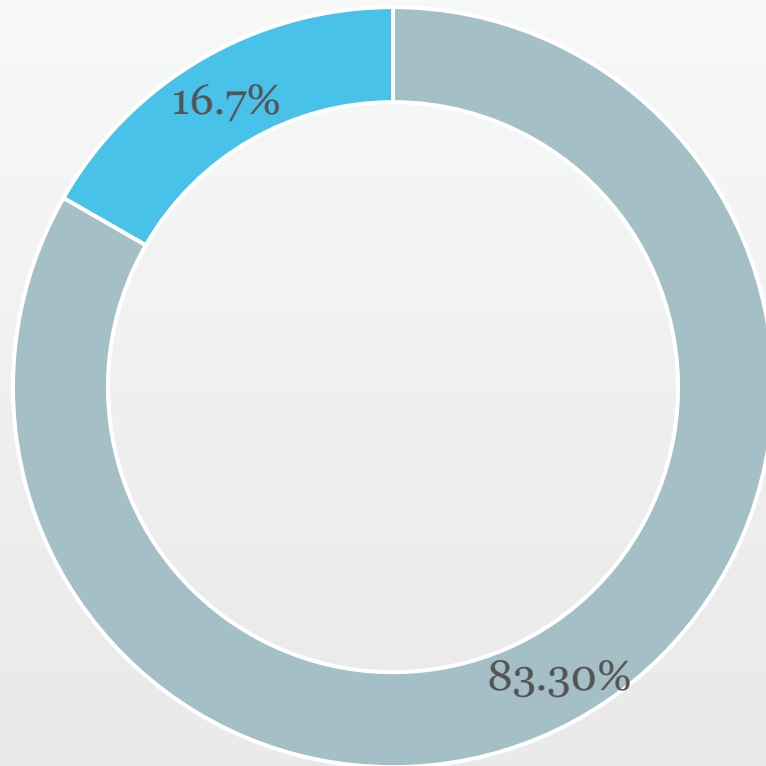
Prop and Wings Concept – Fitting?



■ Yes ■ No



Prop and Wings Concept – Reflect Past, Present and Future?



■ Yes ■ No

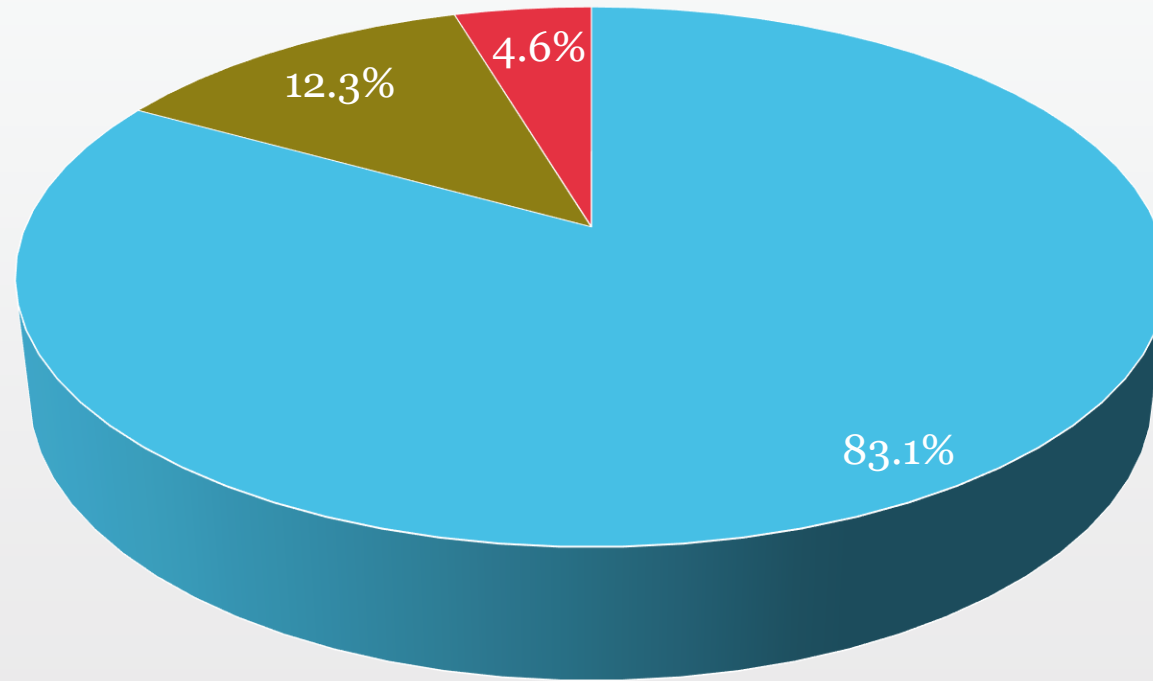


Prop and Wings Concept – Comments

- “Anyone familiar with USAFA will instantly recognize the organization behind logo 1.”
- “Prop and wings are required.”
- “Putting ‘Association’ and ‘Foundation’ next to each other clearly shows the bond between the two in a simple line. Powerful and unambiguous.”
- Need nod to Space Force.
- “This is the only logo I felt connected to as a graduate and will stand the test of time as well.”
- “Prop and Wings are important, but seems such a 90s look.”
- Make sure similar to what cadets wear.
- “Prop and wings inappropriate since graduates not in name.”
- “Love prop and wings but could use taste of future as well.”
- It visually links the Academy (i.e., prop and wings) to the organizations (i.e., “Association” and “Foundation”).
- Ensure icon is AF-distinct (looks similar to Army)

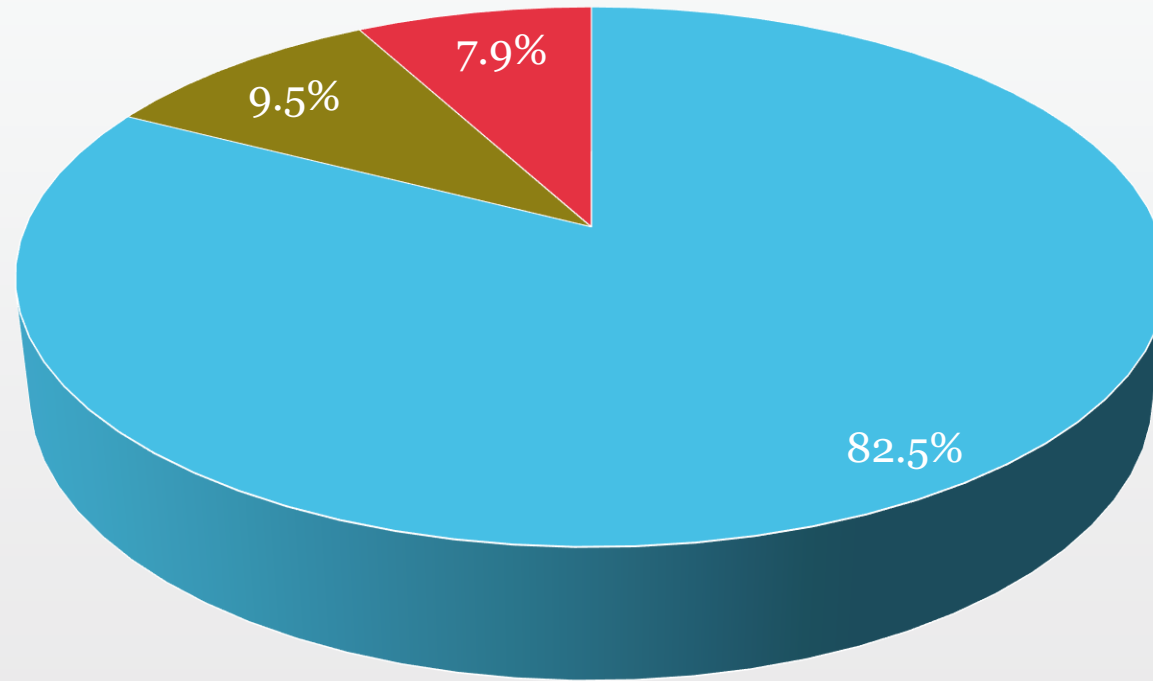


Three Logos – Your Top Selection?



■ Prop & Wings ■ A&F - Modern ■ A&F - Classic

Three Logos – Most Appropriate?



■ Prop & Wings ■ A&F - Modern ■ A&F - Classic



Next Steps

I. Discover
(Jan. – Feb.
2024) –
COMPLETE

II. Develop
(March – Oct.
2024) – **NEAR**
COMPLETE

III.
Implement
(Oct. 2024 –
Spring 2025)
READY



Thank You

Committee Updates



Finance and Investment Committee

Strebe

2025 Budget Notes

- Modest growth of revenue (7%)
 - Sponsorship changes will drive impactful growth in 2026
- Expense growth (4%) from investment in our people & travel for engagement; offset by detailed scrutiny of event costs
- Increased focus on our lines of business driven by new EVP position



Proposed 2025 Budget

Operating Statement of Activities FY 2025 Budget vs FY 2024 Forecast

	2025 Budget	2024 Forecast	\$ Variance	% Variance	2024 Budget
Revenues					
Donations and Contributions	\$ 177,500	\$ 215,745	\$ (38,245)	-18%	\$ 225,000
Membership Dues	1,036,298	1,009,886	26,412	3%	1,042,158
Merchandising	1,000,000	959,580	40,420	4%	900,000
Member Services	21,030	18,940	2,090	11%	15,000
Advertising and Sponsorships	575,000	500,250	74,750	15%	682,350
Reunion Services	271,500	271,695	(195)	0%	313,000
Administration Fees	66,000	64,284	1,716	3%	58,000
Conferences	240,000	174,331	65,669	38%	315,000
Royalties	124,000	120,654	3,346	3%	134,044
Football Tickets and Tailgates	215,000	200,540	14,460	7%	246,000
Activities and Social Events	77,820	63,515	14,305	23%	48,650
Miscellaneous Income	40,146	42,291	(2,145)	-5%	36,000
Transfers from/(to) Restricted Funds	73,824	36,876	36,948	100%	103,996
Total Revenues	3,918,118	3,678,587	239,531	7%	4,119,198
Operating Expenses					
Salaries and Wages	2,914,917	2,550,225	364,692	14%	2,697,449
Payroll Taxes	242,054	189,599	52,455	28%	226,179
Benefits	422,460	387,700	34,760	9%	441,314
Board Governance Costs	82,780	46,071	36,709	80%	54,950
Professional Services	446,145	456,660	(10,515)	-2%	409,613
Professional Printing	235,575	243,731	(8,156)	-3%	225,235
Postage and Shipping	147,007	141,445	5,562	4%	147,730
Merchandise Cost of Sales	420,000	454,549	(34,549)	-8%	481,749
Insurance and Bonding	88,920	83,827	5,093	6%	46,080
Employee Travel and Meals	165,714	97,644	68,070	70%	169,739
Social Events and Meetings	346,712	522,671	(175,959)	-34%	353,700
Office Supplies	49,293	52,839	(3,546)	-7%	39,760
Advertising and Corporate Promotion	45,130	50,572	(5,442)	-11%	50,050
Office Expenses	460,465	439,408	21,057	5%	421,529
Employee Training and Education	29,155	8,022	21,133	263%	28,765
Facilities Expenses	410,990	395,133	15,857	4%	444,168
Depreciation and Amortization	480,000	575,214	(95,214)	-17%	540,000
Total Operating Expenses	6,987,317	6,695,310	292,007	4%	6,778,010
Operating Income (Loss)	(3,069,199)	(3,016,723)	(52,476)	2%	(2,658,812)
Investment Income					
Investment Interest & Dividends	844,800	894,884	(50,084)	-6%	829,657
Realized/Unrealized Gains/Losses	1,716,000	3,987,086	(2,271,086)	-57%	1,078,629
Total Investment Income	2,560,800	4,881,970	(2,321,170)	-48%	1,908,286
Other Income and Deductions					
Subsidy from Foundation	350,000	419,300	(69,300)	-17%	419,300
Allocation of IT & Facilities Expenses	328,477	222,643	105,834	100%	375,834
Total Other Income and Deductions	678,477	641,943	36,534	6%	795,134
NET Income (Loss)	\$ 170,078	\$ 2,507,190	\$ (2,337,112)	-93%	\$ 44,608



Air Force Academy Foundation

	2020 *	Actual 2021	2022	2023	Budget 2024	Forecast 2024	Budget 2025	2024 Forecast to 2025 Budget Change
Salary & Wages	\$ 2,525,000	\$ 2,675,000	\$ 3,032,000	\$ 3,403,955	\$ 3,430,064	\$ 3,486,416	\$ 3,523,999	1% (a) & (c)
Other Personnel Costs	732,000	625,000	654,000	650,241	685,908	638,462	750,704	18% (d)
Total Personnel Costs	\$ 3,257,000	\$ 3,300,000	\$ 3,686,000	\$ 4,054,196	\$ 4,115,972	\$ 4,124,878	\$ 4,274,703	4%
* Revised down from \$4.1M in April 2020					% of Total Budget	61%	59%	

Association of Graduates

	2020	Actual 2021	2022	2023	Budget 2024	Forecast 2024	Budget 2025	2024 Forecast to 2025 Budget Change
Salary & Wages	\$ 2,588,887	\$ 2,603,193	\$ 2,725,442	\$ 2,817,688	\$ 2,697,449	\$ 2,550,225	\$ 2,914,917	14% (a), (b) & (c)
Other Personnel Costs	495,619	581,043	594,677	628,341	667,493	577,299	664,515	15% (d)
Total Personnel Costs	\$ 3,084,506	\$ 3,184,236	\$ 3,320,119	\$ 3,446,029	\$ 3,364,942	\$ 3,127,524	\$ 3,579,432	14%
					% of Total Budget	47%	51%	



U.S. Air Force Academy Association & Foundation

History of Employee Census and Related Costs

	2020	Actual 2021	2022	2023	Budget 2024	Forecast 2024	Budget 2025	2024 Forecast to 2025 Budget Change
FTE Employees	71.95	67.25	64.00	66.00	69.50	68.00	70.00	2.00 (b)
Salary & Wages	\$ 5,113,887	\$ 5,278,193	\$ 5,757,442	\$ 6,221,643	\$ 6,127,513	\$ 6,036,641	\$ 6,438,916	7% (a) (b)
Other Personnel Costs	1,227,619	1,206,043	1,248,677	1,278,582	1,353,401	1,215,761	1,415,219	16% (d)
Total Personnel Costs	\$ 6,341,506	\$ 6,484,236	\$ 7,006,119	\$ 7,500,225	\$ 7,480,914	\$ 7,252,402	\$ 7,854,135	8%
Cost per Employee	88,138	96,420	109,471	113,640	107,639	106,653	112,202	5,549

2025 Budget Notes:

- (a) 6% personnel salary pool budgeted across all staff; 4% cost of living & 2% discretionary performance increase
- (b) Includes 2 previously unbudgeted positions; EVP Alumni Relations & Facilities (converted from professional fees)
- (c) 2024 & 2025 show allocated personnel costs
- (d) 9% insurance increase and staffing at full capacity





Governance Committee

Almand

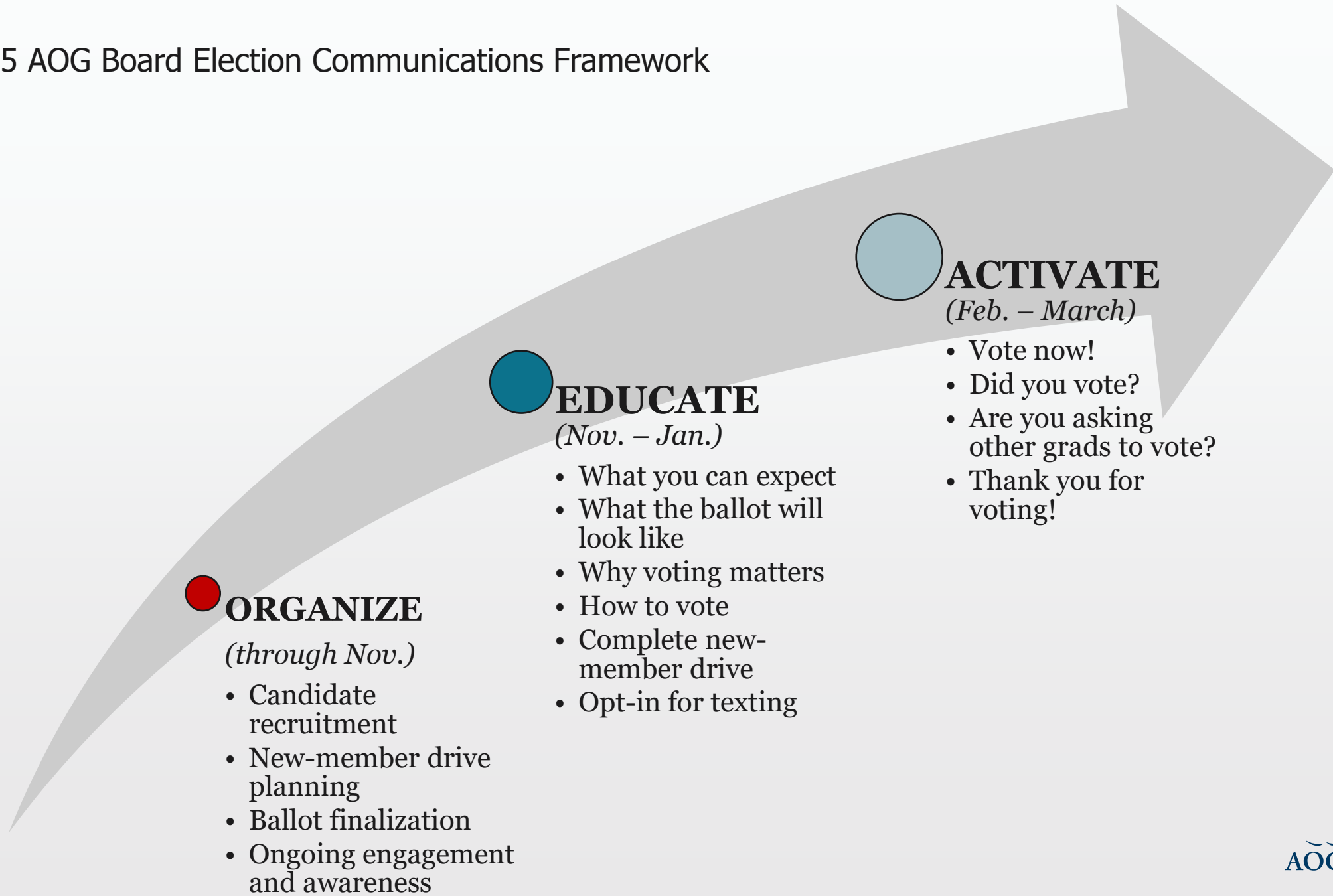
Discussion

- What action should Board take?
 - none
 - make a recommendation to members
 - up or down vote on petition as presented
 - coordinated comms or statement on ballot?
 - somewhere in between
- Highlighted need for better communication with members
 - Implication Association doesn't provide feedback to USAFA leadership
 - Messaging to include regular meetings between CEO and Supt
 - Promote CAS as avenue for two-way communication
 - Opportunity to promote organization as unifying agent supporting Academy when nation is so divided
 - Remain Politically neutral
 - Support all grads
 - Academy's direction will change as administrations change

Nominating Committee

Przybyslawski

2025 AOG Board Election Communications Framework





Class Advisory Senate

Helms

Class Advisory Senate

- CAS Officer Elections are scheduled for 7-17 November
- New Officers installed at 21 Jan 2025 CAS meeting
- CAS Speaker for 24 October is Col. Marc J. Sands '94, Senior USSF liaison to USAFA
- Unity letter discussion



In Person AOG BOD Meeting

Lowe

Recommendation

- In Person Board meeting in Colorado early February '25
 - Board has good chemistry and momentum
 - ZOOM sessions over 1 hour are not productive
 - 6 month dormant period not wise
 - Early February meeting will coincide with Election kickoff
 - Avoid 9 Feb Super Bowl weekend
 - Potential election interference may require Board review/action
 - Review/address potential Bylaws changes?
 - Reinforce Political Neutrality
 - Good opportunity to stay/meet/tour Hotel Polaris off season
 - Brainstorm "NEXT BIG IDEA"
 - How better promote CAS as avenue for two-way communication?
 - Review improved support for Academy when nation is so divided
 - Brainstorm better ways to support Grads
 - Promote respectful dialogue on key issues

Executive Session



BOARD OF DIRECTORS ELECTRONIC VOTE

Motion to Approve the CEO Bonus

7 February 2025

APPROVED

Board Voting Members Participating: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hank Hoffman '63; Hans Mueh '66; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; John Cinnamon '91; President, Class Advisory Senate; Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11; Jennifer Walters '11.

Board Members not Participating: Garry Dudley '68.

Background: An AOG and Foundation task force was tasked to determine the CEO bonus for 2024. The AOG Board vote was conducted by email on 5-7 February 2025.

MOTION: The AOG/AFAF task force, which was assigned to determine the performance bonus for the CEO, moves a bonus of \$46,000 be awarded to Mark Hille for his 2024 performance. The motion was unanimously approved.

Respectfully submitted,
Virginia Caine Tonneson, Secretary



BOARD OF DIRECTORS ELECTRONIC VOTE
Motion to Approve the Leadership Achievement Award

28 February 2025

APPROVED

Board Voting Members Participating: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hank Hoffman '63; Garry Dudley '68; Hans Mueh '66; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; John Cinnamon '91; President, Class Advisory Senate; Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11; Jennifer Walters '11.

Background: The Leadership Achievement Award Committee reviewed the nomination packages and recommended two individuals for this year's award. The AOG Board vote was conducted by email on 15-28 February 2025.

MOTION: The Nominating Committee recommends that the Board approve the two Leadership Achievement Award winners. The motion was approved by a vote of 15-1 (Director Hoffman against).

Respectfully submitted,
Virginia Caine Tonneson, Secretary



BOARD OF DIRECTORS ELECTRONIC VOTE
Motion to Approve the Young Alumni Excellence Award

28 February 2025

APPROVED

Board Voting Members Participating: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hank Hoffman '63; Garry Dudley '68; Hans Mueh '66; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; John Cinnamon '91; President, Class Advisory Senate; Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11; Jennifer Walters '11.

Background: The Young Alumni Excellence Award Committee reviewed the nomination packages and recommended three individuals for this year's award. The AOG Board vote was conducted by email on 15-28 February 2025.

MOTION: The Nominating Committee recommends that the Board approve the three Young Alumni Excellence Award winners. The motion was approved by a vote of 15-1 (Director Hoffman against).

Respectfully submitted,
Virginia Caine Tonneson, Secretary



BOARD OF DIRECTORS ELECTRONIC VOTE
Motion to Approve the Distinguished Graduate Award

6 March 2025

APPROVED

Board Voting Members Participating: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hank Hoffman '63; Garry Dudley '68; Hans Mueh '66; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; John Cinnamon '91; President, Class Advisory Senate; Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11; Jennifer Walters '11.

Background: The Nominating Committee reviewed the nomination packages and recommended two individuals for this year's award. The AOG Board vote was conducted by email on 4-6 March 2025.

MOTION: The Nominating Committee moves that the AOG Board approves the two recommended Distinguished Graduate Award winners. The motion was unanimously approved.

Respectfully submitted,
Virginia Caine Tonneson, Secretary



BOARD OF DIRECTORS SPECIAL MEETING

19 March 2025 Meeting Minutes

APPROVED

Board Members Present via Videoconference: Brian Bishop '83, Chair; Cathy Almand '90, Vice Chair; Ginny Caine Tonneson '80, Secretary; Hank Hoffman '63; Hans Mueh '66; Garry Dudley '68; Bob Lowe '71; Lee Krauth '72; William Carpenter '73; John Cinnamon '91, President, Class Advisory Senate; Christian Evans '08; Emma Przybyslawski '10; Nathan Dial '10; Joseph Bledsoe III '11; Jennifer Walters '11.

Board Members Absent: Glenn Strebe '87.

AOG Staff Present via Videoconference: Mark Hille '97, AOG/AFAF President/CEO; Katie Willemarck, AOG/AFAF CFO; Kelly Banet, EVP of Development; Michael Cornelious '00, EVP of Alumni Relations; Naviere Walkewicz '99, SVP of Engagement; Wyatt Hornsby, AOG/AFAF SVP of Marketing and Communications; Molly Staley, Executive Assistant to the EVP of Development and Boards; Emma Ross, Board Support/Office Manager.

Guests Present via Videoconference (new April 2025 Board members): Dan Bohlin '71; Denny Merideth '73; Rod Bishop '74.

I. Call to Order/Chairman's Welcome

Chair Bishop called the meeting to order at 10:03 a.m. MDT on Wednesday, 19 March 2025. He welcomed the three new Board members in attendance and spoke briefly about the various letters going back and forth concerning this meeting.

II. Agenda

The agenda item included the selection of two Appointed Directors to fill the seats that will be vacated by Directors Strebe and Bledsoe in April 2025.

MOTION: Director Przybyslawski moved and Director Walters seconded to approve the agenda as is. The motion was unanimously approved.

III. Open Session

CEO Hille noted that the AOG senior staff was in attendance to show support for current Board members and for the new Directors. He introduced Michael Cornelious, the new EVP of Alumni Relations.

MOTION: Director Przybyslawski moved and Director Lowe seconded to go into executive session. The motion was approved by a vote of 14-1 (Director Hoffman against).

Directors Walter and Bledsoe departed the meeting as they were being discussed as potential Appointed Directors. Chair Bishop invited CEO Hille, EVP Cornelius, and Ms. Stanely to remain. The new Directors also remained.

IV. Executive Session

The Board went into executive session IAW Bylaws Article V Section 8c at 10:11 a.m. MDT for the Nomination Committee to discuss the Appointed Director candidates.

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

V. Open Session

The Board went into open session at 10:41 MDT.

MOTION: The Nominating Committee moved that the Board approve DT Thompson and Jennifer Walters as Appointed Directors for four year terms. The motion was unanimously approved.

The AOG will prepare a news release.

VI. Adjournment

Chair Bishop adjourned the meeting at 10:47 a.m. MDT.

Respectfully submitted,
Virginia Caine Tonneson, Secretary

Atch:

1. 19 March 2025 Board Meeting Agenda

MONITORING REPORT

DATE: 11 April 2025

POLICY TYPE: Executive Limitations

POLICY NUMBER: 2.1

POLICY TITLE: Treatment of Members and Other Constituents

POLICY DESCRIPTION:

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

REPORT:

Accordingly, he/she shall not:

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

Status: In Compliance

MONITORING REPORT

DATE: 11 April 2025

POLICY TYPE: Executive Limitations

POLICY NUMBER: 2.9

POLICY TITLE: Board Awareness and Support

POLICY DESCRIPTION:

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

REPORT:

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

- 5) **Fail to provide for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.** The CEO routinely provides graduate, member, and staff viewpoints. He conveys the views of the Superintendent and other Academy senior leaders and arranges for those leaders to address the Board at its quarterly meetings.
- 6) **Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types:**
 - a. **Monitoring**
 - b. **Action Item, and**
 - c. **Incidental (“FYI”).**

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

- 7) **Allow the Board to be without reasonable administrative and logistical support for official Board, officer or committee communications and functions.** The CEO provides staff support for arranging quarterly meetings and tele/video conferences, preparation and publication of minutes, arranging for billeting and meals for Board meetings, and providing workspace for visiting directors.
- 8) **Fail to deal with the Board as a whole except when:**
 - a. **Fulfilling reasonable individual requests for information, or**
 - b. **Responding to officers or committees duly charged by the Board.**

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

- 9) **Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the Board.** The CEO seeks to uncover all infractions of Board policy, take corrective action, and report the results to the Board.
- 10) **Fail to provide for the consent agenda all items delegated to the CEO yet required by law or contract to be Board approved, along with the monitoring assurance pertaining thereto.** The CEO ensures that all items requiring Board approval are presented to the Board and that all consent agenda items delegated to him are placed in the minutes.

Status: In Compliance

MONITORING REPORT

DATE: 11 April 2025

POLICY TYPE: Executive Limitations

POLICY TITLE: AOG/Air Force Academy Foundation COA

POLICY NUMBER: 2.12

POLICY DESCRIPTION:

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

REPORT:

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

Compliance Status: *In Compliance*



Board of Directors Meeting Agenda
24-25 April 2025

24 April 2025

Noon – 1:00 p.m.

Lunch – Boardroom, Doolittle Hall

1:00 – 4:30 p.m.

New Director Orientation

Boardroom, Doolittle Hall

- I. Introductions
- II. Board Structure and Responsibilities (*Brian Bishop, Chairman*)
- III. Mission, Values, Strategic Plan (*Mark Hille, CEO*)
- IV. Staff Structure (*Michael “Baja” Cornelius, EVP, Alumni Relations*)
- V. Foundation Overview (*Kelly Banet, EVP, Development*)
- VI. Financial Overview (*Katie Willemarck, CFO*)
- VII. Brand Update (*Wyatt Hornsby, SVP, Marketing & Communications*)
- VIII. Class Advisory Senate (*John Cinnamon, President*)
- IX. 2022 Graduate Survey Review (*Cathy Almand, Vice Chair*)

5:00 – 6:30 p.m.

AOG Board Reception/Hail and Farewell

Library, Doolittle Hall

Attire: Business Casual

25 April 2025

7:30 – 8:00 a.m.

Breakfast

New Board Director Photos for Website (7:30)

Complete Conflict of Interest Statements

8:30 a.m.

- I. Call to Order
- II. Moment of Silence & Pledge of Allegiance
- III. Notified Absences & Introductions (All Directors)
- IV. Consent Agenda Approval
 - 1. 18 October 2024 Meeting Minutes
 - 2. 7 February 2025 E-vote Minutes for CEO Bonus
 - 3. 28 February 2025 E-vote Minutes for Leadership Achievement Award
 - 4. 28 February 2025 E-vote Minutes for Young Alumni Excellence Award
 - 5. 6 March 2025 E-vote Minutes for Distinguished Graduate Award
 - 6. 19 March 2025 Special Meeting Minutes
 - 7. Executive Limitations/Monitoring Reports
 - a. 2.1 Treatment of Other Constituents
 - b. 2.9 Board Awareness and Support
 - c. 2.12 AOG/AFAF COA
- V. Agenda Approval
- VI. Board Selects Chair by Written Ballot (Secretary presides)
- VII. Chair nominates Board Officers for Board Approval
- VIII. Executive Session
 - 1. Name new AOG Committees

10:00 a.m.

- IX. Staff Updates
 - 1. CEO Report (*Mark Hille, CEO*)
 - 2. Quarterly Financial Update (*Katie Willemarck, CFO*)
 - 3. Brand Update (*Wyatt Hornsby, SVP, Marketing & Communications*)
 - 4. Award Process (*Michael “Baja” Cornelius, EVP, Alumni Relations*)
 - 5. Affinity Groups (*Michael “Baja” Cornelius, EVP, Alumni Relations*)
- X. Committee Updates/Discussion
 - Governance Committee
 - Finance and Investments Committee
 - Audit Committee
 - Nominating Committee

11:30 a.m.

Adjourn for Lunch – Library, Doolittle Hall

12:15 p.m.

XI. Class Advisory Senate Update (*Director Cinnamon*)

1:00 p.m.

Adjourn

2:00 - 3:30 p.m.

Madera Cyber Innovation Center Ribbon Cutting

-Park in the east parking lot of the Cadet Field House, where bus transportation will be available to take you to and from the event.

6:00 p.m.

Defining Our Future Campaign Celebration

Generations Ballroom, Hotel Polaris

6:00 – 7:00 p.m. Cocktails

7:00 p.m. Dinner

Attire: Cocktail Attire

Board of Directors Meeting

25 April 2025



Agenda

- | | | | |
|----------|---|-----------|--|
| 1 | Call to Order | 7 | Chair nominates Board Officers for Board Approval |
| 2 | Moment of Silence & Pledge of Allegiance | 8 | Executive Session |
| 3 | Notified Absences & Introductions | 9 | Staff Updates |
| 4 | Consent Agenda Approval | 10 | Class Advisory Senate Update |
| 5 | Agenda Approval | 11 | Committee Updates |
| 6 | Board Selects Chair by Written Ballot | | |



- Call to Order
- Moment of Silence & Pledge of Allegiance
- Notified Absences & Introductions
- Consent Agenda Approval
 - 18 October 2024 Meeting Minutes
 - 7 February 2025 E-vote Minutes for CEO Bonus
 - 28 February 2025 E-vote Minutes for Leadership Achievement Award
 - 28 February 2025 E-vote Minutes for Young Alumni Excellence Award
 - 6 March 2025 E-vote Minutes for Distinguished Graduate Award
 - 19 March 2025 Special Meeting Minutes
 - Executive Limitation/Monitoring Reports
 - 2.1 Treatment of Other Constituents
 - 2.9 Board Awareness and Support
 - 2.12 AOG/AFAF COA
- Agenda Approval



BACKGROUND

- The Board Chair will be selected by the Board
- The Chair shall be an elected director
- Selection of the Chair and officers will be conducted at the first regularly scheduled meeting of the Board after the election.
- The term of office of the Chair shall begin upon election to the office and continue through the election of the next Chair two years later
- The maximum continuous period of service for a Chair is two consecutive terms without at least a four-year break between terms

Chairman of the Board Election



ELECTION PROCESS

- A quorum of more than half of the total number of directors must be present for the Board to act on any issue
- No director shall give another director the right to vote for them by proxy on any issues before the Board.
- A simple majority of the directors present at a quorum of the Board will pass any motion considered by the Board
- In cases where more than two directors are nominated, an initial vote will be taken to establish the top two nominees. Then, a final vote will determine the new Chair by majority vote of a quorum of the Board
- Vote for ONE of the two nominated directors

Nominated Directors for Board Chair



Cathy Almand '90

Denny Merideth '73

Any other candidates?

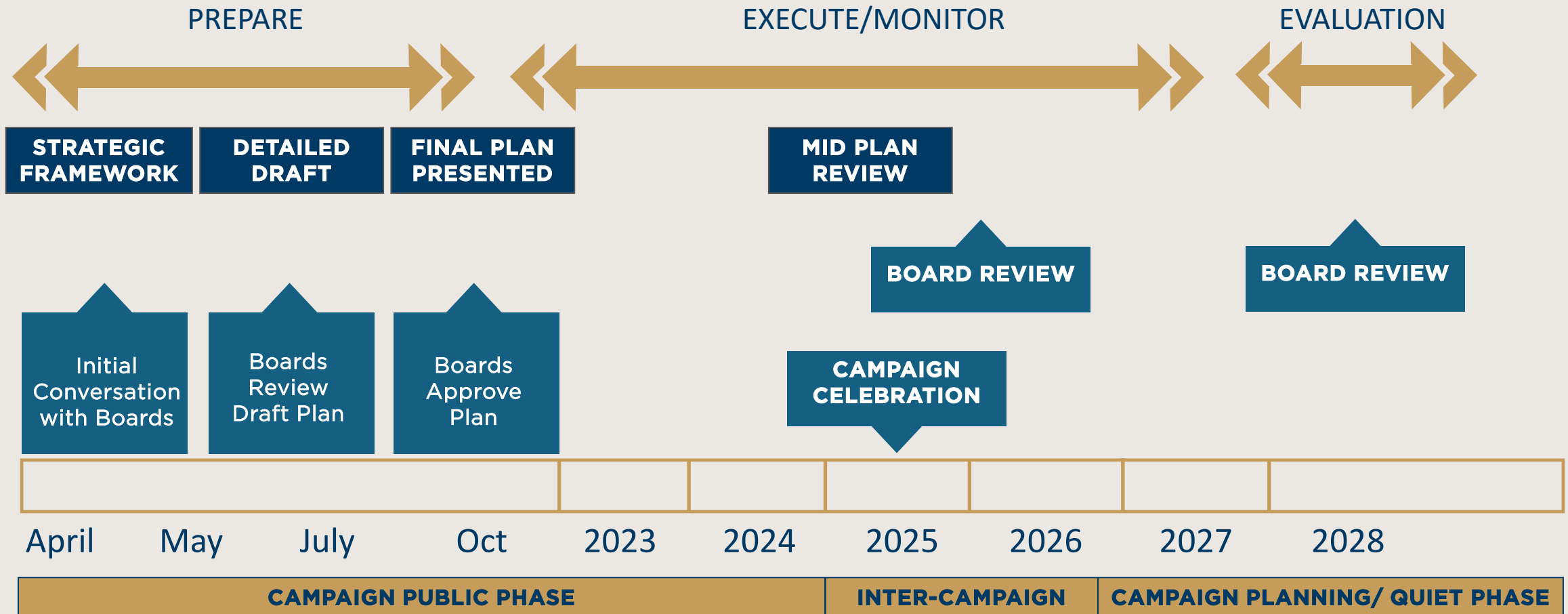


Staff Updates

CEO Update



STRATEGIC PLAN TIMELINE



STRATEGIC IMPERATIVES



Engagement

- Engagement/comm now across seven decades of grads
- Next Gen Council is up and running - need to invest in career service
- Next of Kin program growing in scope and value – GBNF
- Graduate survey in late 2025

Philanthropy

- Campaign complete at \$330 million – celebrating and finishing
- Fundraising for endowed operating/ AOG service funds

Stewardship

- Quarterly grant-making cycle/working with Supt on all projects
- Final construction – MCIC, Northgate
- Earned revenue lagging, controlling operating costs to match

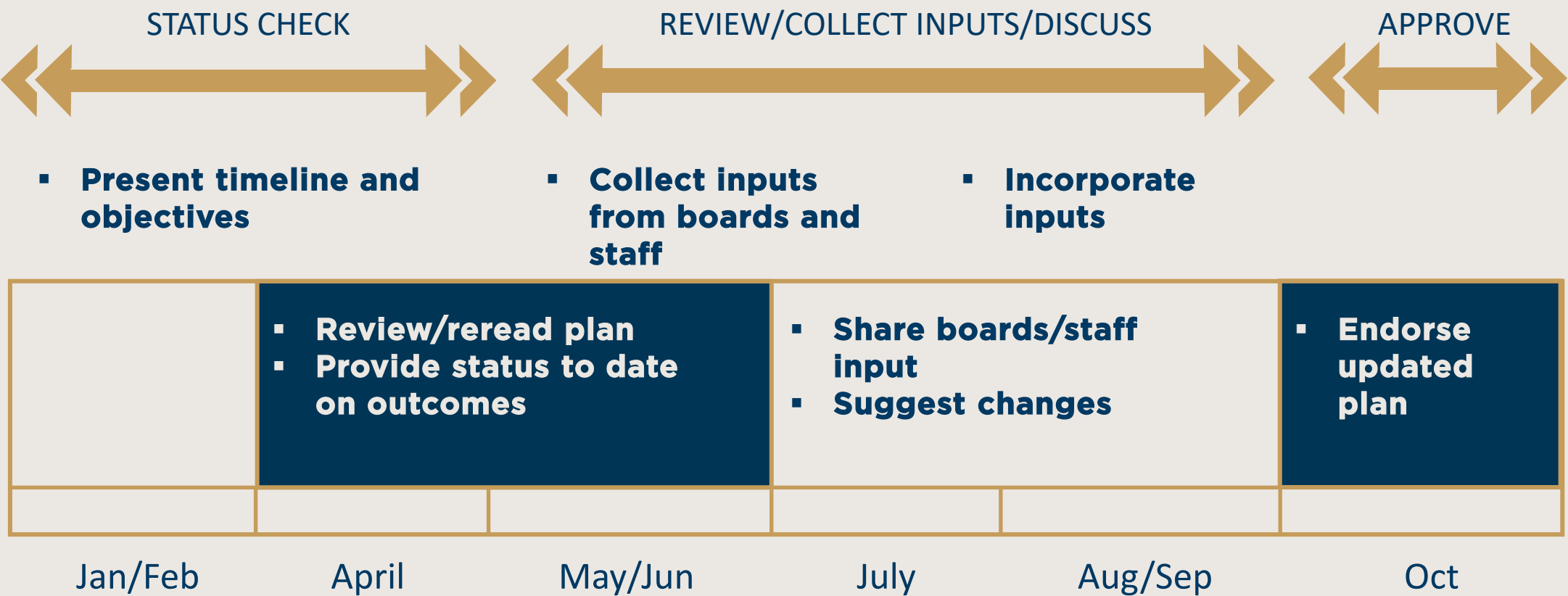
Communications

- Branding launched this month, website by mid-June
- Customer service forward...return ALL communications

Organizational Excellence

- Staff talented, stable, especially senior team
- Moving to Wecker Hall/Yost Plaza

MID PLAN REVIEW - TIMELINE



Quarterly Financial Update



Statement of Financial Position- As of December 31 (preliminary)



	2024	2023
Assets		
Cash	\$2,149,327	\$167,971
Investments	52,601,488	57,892,986
Beneficial Interest in Trust	59,432,427	57,301,623
Other Assets	4,289,513	4,218,907
Total Assets	\$118,472,755	\$119,581,485
Liabilities & Net Assets		
Total Liabilities	\$5,306,536	\$3,993,723
Net Assets Without Donor Restriction	39,896,810	37,974,295
Net Assets With Donor Restriction	73,269,409	77,613,467
Total Net Assets	113,166,219	115,587,762
Total Liabilities and Net Assets	\$118,472,755	\$119,581,485

Statement of Activities as of December 31, 2024 (preliminary)



	2024 Actual	2024 Budget	Variance	2023 Actual
Operating Revenue	\$3,876,012	\$4,538,498	(662,486)	\$4,758,404
Salary & Benefits	3,163,018	3,364,942	(201,924)	3,533,259
Other Expenses	3,191,531	3,037,234	154,297	3,950,884
Total Operating Expenses	6,354,549	6,402,176	(47,627)	7,484,144
Operating Income (Loss)	(2,478,537)	(1,863,678)	(614,859)	(2,725,740)
Investment Income (Loss)	3,333,266	1,908,286	1,424,980	6,663,207
Net Gain/(Loss)	\$854,729	\$44,608	\$810,121	\$3,937,467

Statement of Financial Position as of March 31, 2025



Assets	2025	2024	\$ Variance
Cash and Cash Equivalents	\$ 297,493	\$ 287,782	\$ 9,711
Merchandise Inventory	433,655	369,573	64,082
Pledges and Accounts Receivable	86,500	139,212	(52,712)
Prepaid Expenses and Other	219,819	243,621	(23,802)
Total Current Assets	1,037,467	1,040,188	(2,721)
Investments	53,294,378	61,218,661	(7,924,284)
Beneficial Interest in Trust	59,475,214	59,815,516	(340,302)
Fixed Assets	14,503,060	-	-
Less: Accumulated Depreciation & Amortization	(11,612,258)	2,890,802	(404,492)
AFAF/AOG Intercompany	3,093	2,307	786
Total Assets	\$ 116,700,953	\$ 125,371,966	\$ (8,671,013)
Liabilities			
Accounts and Other Payables	\$ 333,994	\$ 76,171	\$ 257,823
Agency Deposits	1,542,515	1,537,300	5,215
Deferred Income and Unearned Life Memberships	2,443,141	2,048,354	394,787
Intercompany Payable (Receivable)	589,651	100,888	488,762
Other Liabilities	271,080	225,296	45,783
Total Liabilities	\$ 5,180,380	\$ 3,988,010	\$ 1,192,371
Net Assets			
Unrestricted – AOG Operating Reserve	\$ 1,338,455	\$ 1,338,455	\$ -
Unrestricted-designated – for Short-term Purposes	290,520	290,520	-
Unrestricted-designated – for Endowments	5,223,272	5,220,963	2,309
Invested in Property and Equipment	2,890,802	3,295,294	(404,492)
Unrestricted-undesignated	29,579,765	30,220,844	(641,080)
Total Without Donor Restrictions	39,322,814	40,366,076	(1,043,262)
With Donor Restrictions	72,197,759	81,017,881	(8,820,122)
Total Net Assets	111,520,573	121,383,957	(9,863,384)
Total Liabilities and Net Assets	\$ 116,700,953	\$ 125,371,966	\$ (8,671,013)

Statement of Activities as of March 31, 2025



	YTD Actual	YTD Budget	Variance	PY YTD
Revenues				
Donations and Contributions	\$ 762	\$ -	\$ 762	\$ 164,020
In-Kind Contributions	6,600	-	6,600	-
Membership Dues	214,128	201,795	12,334	202,922
Merchandising	69,541	70,500	(959)	86,925
Member Services	-	5,300	(5,300)	5,360
Advertising and Sponsorships	87,942	149,500	(61,558)	329,356
Reunion Services	-	-	-	-
Administration Fees	-	-	-	-
Conferences	-	40,000	(40,000)	-
Royalties	34,698	27,100	7,598	102,571
Football Tickets and Tailgates	-	-	-	-
Activities and Social Events	12,086	9,310	2,776	11,153
Miscellaneous Income	695	575	120	1,307
Transfers from/(to) Restricted Funds	-	18,456	(18,456)	9,876
Total Revenues	\$ 426,453	\$ 522,536	\$ (96,083)	\$ 913,491
Operating Expenses				
Salaries and Wages	\$ 571,557	\$ 697,864	\$ (126,307)	\$ 517,356
Payroll Taxes	54,397	59,318	(4,922)	43,784
Benefits	107,443	102,522	4,921	90,852
Board Governance Costs	17,100	23,000	(5,900)	-
Professional Services	47,279	78,925	(31,646)	65,834
Professional Printing	47,916	52,522	(4,606)	54,253
Postage and Shipping	30,800	29,167	1,633	28,087
Merchandise Cost of Sales	32,881	30,315	2,566	57,873
Insurance and Bonding	26,994	22,230	4,764	18,064
Employee Travel and Meals	7,425	37,853	(30,428)	18,579
Social Events and Meetings	43,961	16,812	27,149	8,884
Office Supplies	6,847	10,715	(3,868)	10,979
Advertising and Corporate Promotion	7,124	3,295	3,829	1,005
In-Kind Expenses	6,600	-	6,600	-
Office Expenses	141,446	105,147	36,299	114,291
Employee Training and Education	213	5,695	(5,483)	656
Facilities Expenses	76,241	112,229	(35,988)	91,457
Depreciation and Amortization	146,178	127,500	18,678	151,399
Total Operating Expenses	\$ 1,372,399	\$ 1,515,109	\$ (142,710)	\$ 1,273,354
OPERATING SURPLUS/(DEFICIT)	(945,947)	(992,573)	46,626	(359,863)
Investment Income				
Investment Interest & Dividends	254,525	211,200	43,325	302,944
Realized/Unrealized Gains/(Losses)	(58,280)	429,000	(487,280)	2,255,681
Total Investment Income	196,245	640,200	(443,955)	2,558,625
Other Income and Deductions				
Grant/Service Agreement from AFAF	87,500	87,500	-	104,825
Allocated Expenses to Foundation	87,265	82,119	5,146	83,188
Total Other Income and Deductions	174,765	169,619	5,146	188,013
NET SURPLUS/(DEFICIT)	\$ (574,937)	\$ (182,754)	\$ (392,183)	\$ 2,386,775



AUDIT & 990 Timeline

- Audit Committee Review- May 6
- Board Email Vote- May 8- 12
- Finalize- May 13-14

U.S. Air Force Academy Association & Foundation Brand Launch Timeline



MASTER BRAND



LEGAL ENTITY BRANDING



ORGANIZATIONAL SUB-BRANDS



Brand Architecture

The architecture follows a “branded house” mentality with all sub-brands stemming directly from the master brand. This allows the brand to maintain cohesion while expanding into new areas.

The legal entities of the “Air Force Academy Foundation” and “Association of Graduates” are to be utilized in legal contexts and should not be outwardly facing in a large capacity.

All of the organizational sub-brands will follow a step-by-step process of creation to maintain the integrity of the architecture.

Brand Process and Timeline

PHASE 1

Discovery

(Jan. / Feb. 2024)

- ✓ Exploration
- ✓ Site visit
- ✓ Immersion
- ✓ “What we heard”

Status: COMPLETED

PHASE 2

Development

Feb. – Nov. 2024

- ✓ Positioning
- ✓ Story
- ✓ Naming
- ✓ Employee focus groups
- ✓ Market testing
- ✓ Visual identity
- ✓ Brand guidelines

Status: COMPLETED

PHASE 3

Implementation/Launch

(Dec. 2024 – June 2025)

Status: UNDERWAY

Brand Launch Timeline



Staff launch

December 2024

COMPLETED

Letterhead and stationery launch

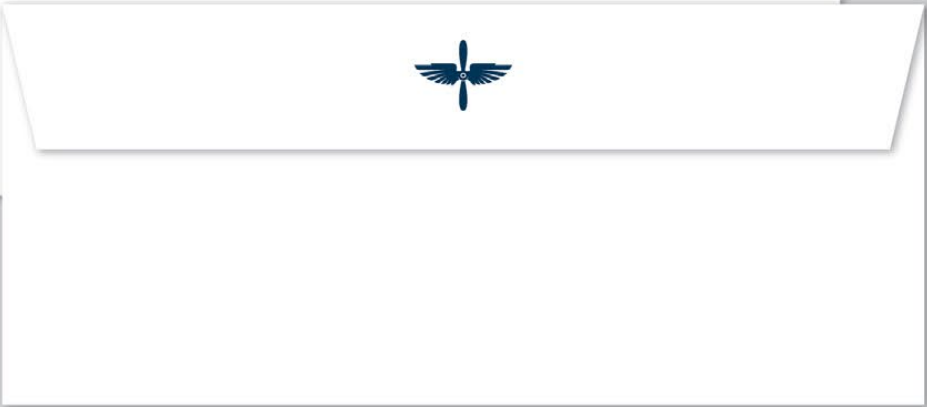
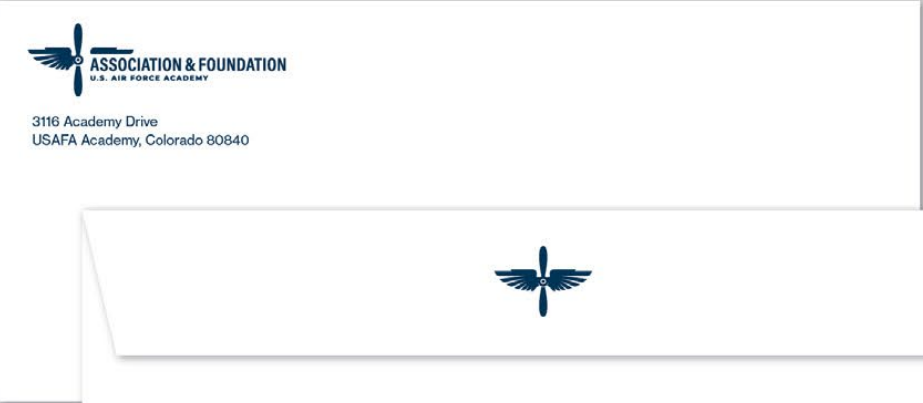
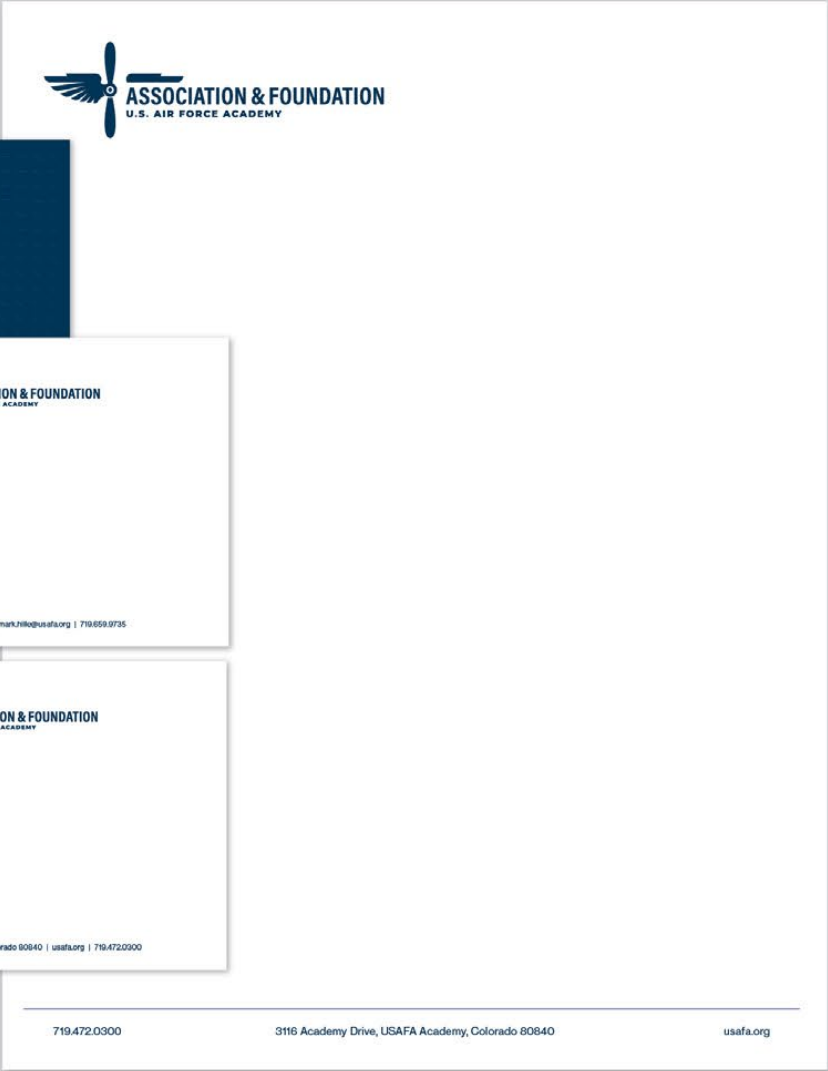
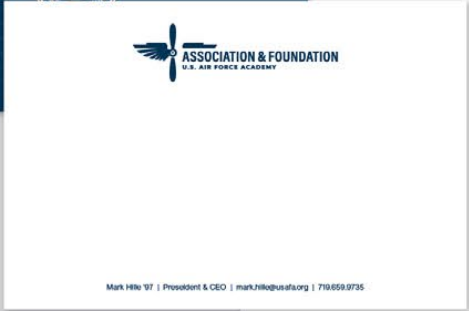
Beginning April 15, 2025

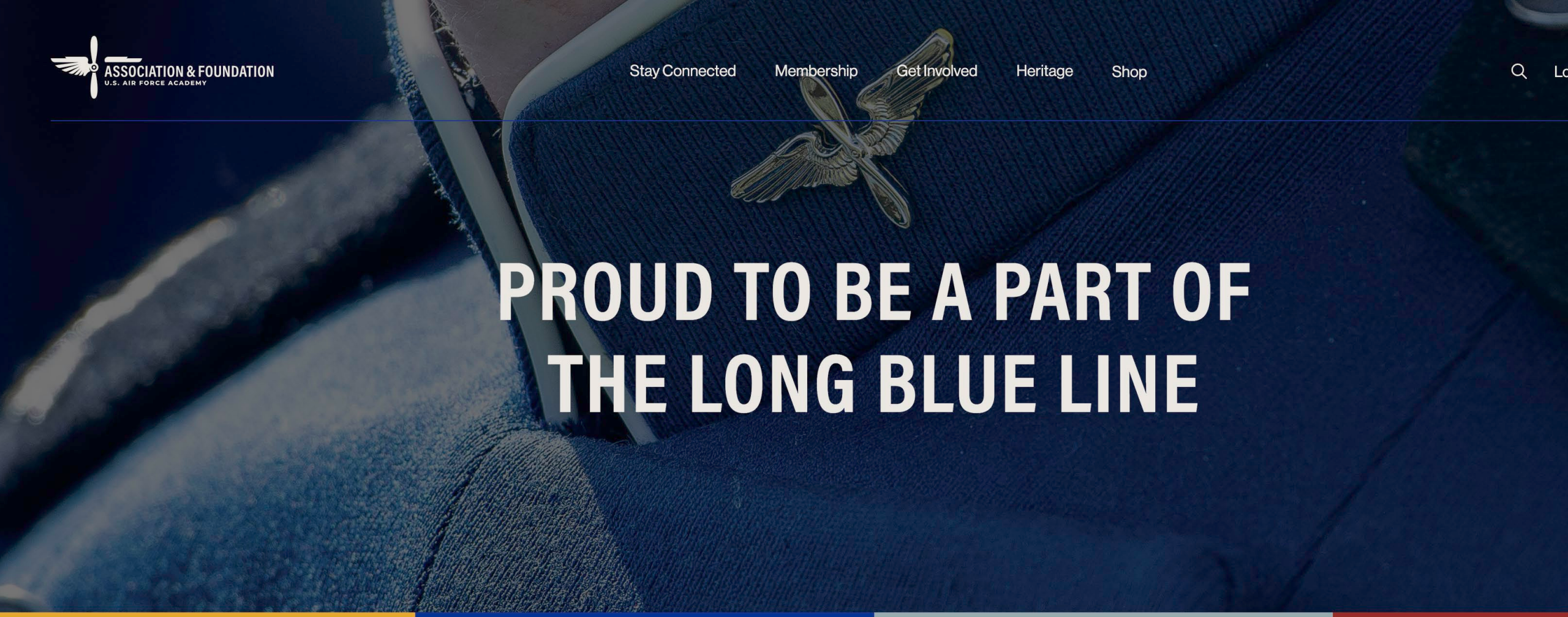
UNDERWAY

Digital launch

June 18, 2025

COMING SOON





PROUD TO BE A PART OF THE LONG BLUE LINE

The Association & Foundation
Integrity – Service – Excellence

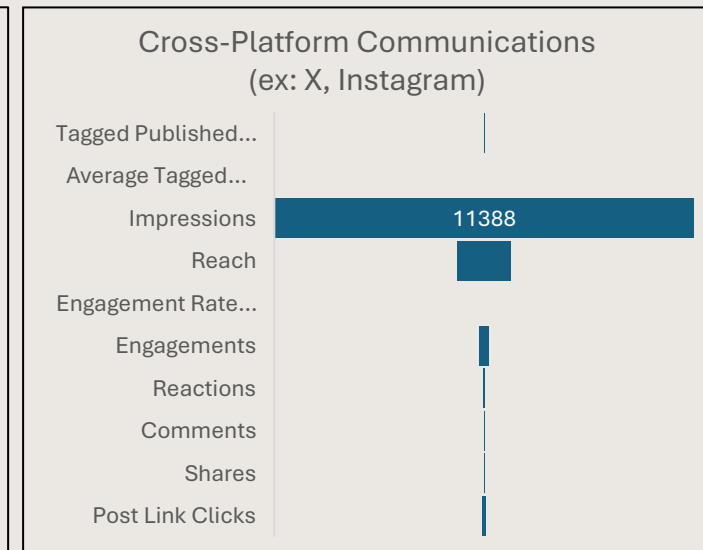
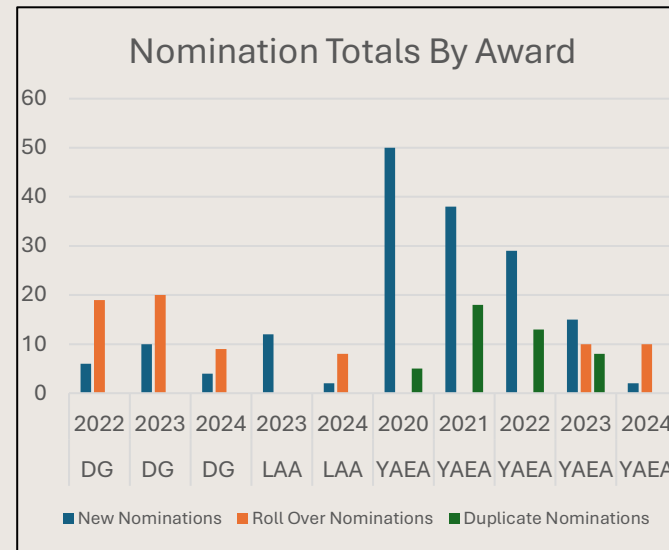
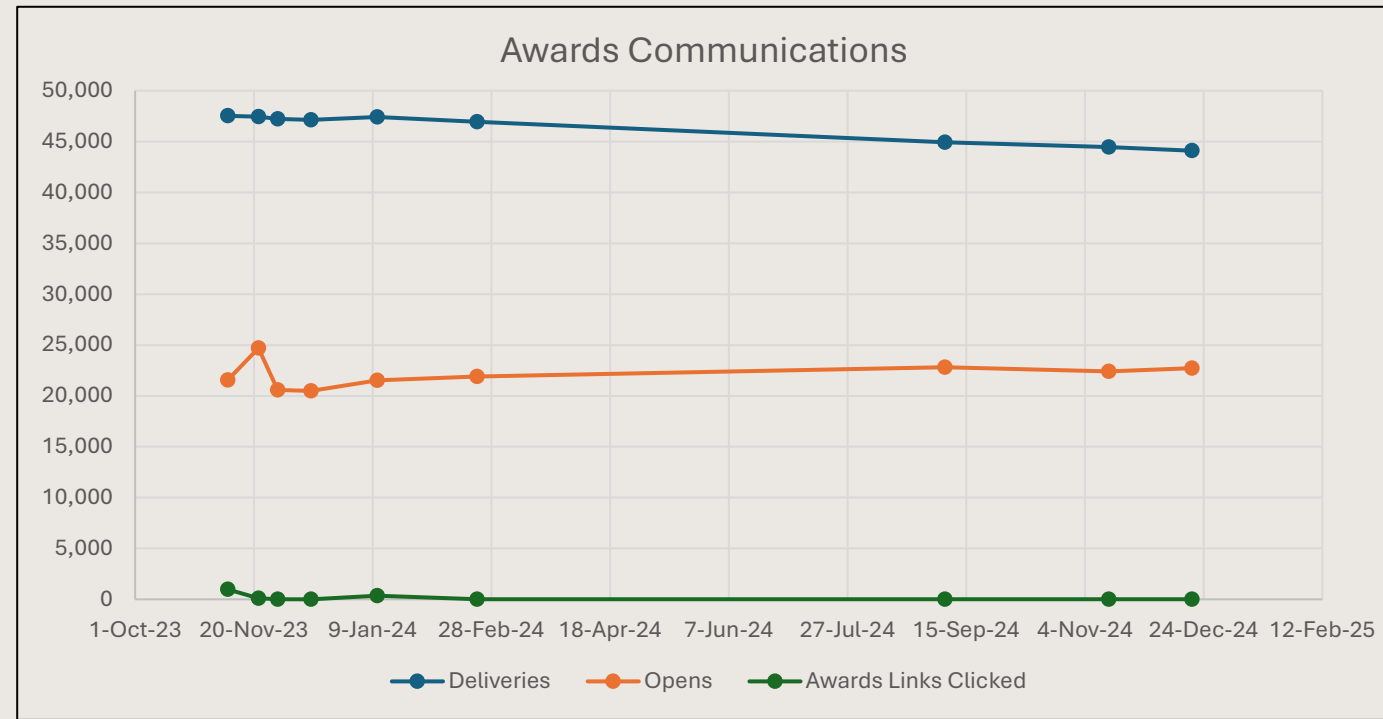


Awards Process & Affinity Groups



Awards Process

- Three awards: Distinguished Graduate, Leadership Achievement, & Young Alumni Excellence
 - DG: ~40+ years
 - LAA: 16-39 years
 - YAEA: <15 years
- Each award seeks graduates that positively represent USAFA through outstanding performance, character, & integrity
- Nominations received 1 Sep – 31 Dec and can carry over year-to-year; scoring due end of Jan with final selection and approval by the Board in Feb
- Committee formed for each award to review candidates and score using standardized rubric; composition varies by award type
- Challenge: nomination totals are less than .001% of total communications (ex: <40 noms for 40K+ emails)
- Recommendation: Create a more regular communication battle rhythm (min of quarterly) and across various communication methods, broken out by award type (not all three lumped together)





Alumni Affinity Groups

- Three general categories:
 - Identity-based
 - Interest/career-based
 - Cadet experience-based
- 16 affinity groups; 6 in good standing
 - Cadet clubs, including those with corresponding alumni affinity groups, are under evaluation by USAFA pursuant to the 20 Jan Executive Order
- 4 have 501(c)(3) status*
- Recommendation: Establish a board working group to engage with and ask questions to current Alumni Affinity Groups

Affinity Group	Status	Good Standing?
Gymnastics	Active	Yes
Way of Life*	Active	Yes
Rugby*	Active	Yes
History	Active	Yes
USAFA Women	Active	Yes
Drum and Bugle	Active	Yes
Academy Women*	Active	No
Bolt Brotherhood*	Active	No
ZASA	Active	No
AF Letterwinners Club	Unknown	No
Hispanic Heritage	Unknown	No
Real Estate	Unknown	No
EPU	Unknown	No
Blue Alliance	Unaffiliated	No
Silver Falcons	Inactive	No
Space	Inactive	No



Dr. John D. Cinnamon
CAS President

Class Advisory Senate



- **History**

- *Formed in 2007*
 - To facilitate two-way communication between Grads and AOG
 - To facilitate two-way communication between USAFA Leadership and Grads
- *Senators have been selected in a number of ways – not prescribed*
- *Rich tradition of providing inputs and serving the Grad Community*

- **Structure & Meeting Schedule**

- *Elected President, Vice President, & Secretary*
- *Executive Committee to determine meeting priorities*
- *Quarterly Meetings – prior to AOG Board Meetings if possible*

- **Opportunities & Challenges**

- *Based solely on volunteerism – a number of highly motivated Senators and others*
- *The most motivated voices are heard – wide spectrum of perspectives*
- *Younger Grad engagement is an issue*

- **Open Questions about Role**

- *Who does the AOG represent? Who doesn't feel welcome or heard?*
- *What are our common values?*

- ***Focus: Alumni Community, Support Cadets/USAFA Mission, Preserve our Common Heritage***

Class Advisory Senate



Focus: Alumni Community, Support Cadets/USAFA Mission, Preserve our Common Heritage

- **Informal Survey of Senators (via their classes) – April 2025**
 - *Asked for top concerns/issues for the Board*
 - *Varied levels of responses – some used survey tools, others used email or phone calls*
- **Top Concerns**
 - **Reunions**
 - *More Weekends, Armed Forces Reunions non-responsive, non-effective*
 - *Classes shoulder financial risk*
 - *Base access*
 - *Academic Accreditation and related issues (Majors, Curriculum, etc.)*
 - *Honor Code – degradation of the code / enforcement*
 - *Safety of Cadets (Sexual Assault / Harassment)*
 - *Meritocracy/DEI – opposing viewpoints*
 - *How to have input into Academy policies*
 - *How to have impact on Cadets / Institution*
- **Opportunities & Challenges**
 - *The most motivated voices are heard – wide spectrum of perspectives (Younger Grad engagement?)*
- **Open Questions about Role**
 - *Who does the AOG represent? Who doesn't feel welcome or heard? What are our common values?*



Committee Updates



Governance Committee

Governance Policies Category 3



- Remove/Replace “AOG Operational Plan” instances with “Joint Strategic Plan”

Governance Policies Category 4



4.1.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.

Governance Policies Category 4 cont.



- **4.2.a**

All policies of the Board are contained in this document, the Financial Management and Investment Policy (FMIP), Directors' Guide, or the AOG/AFA Foundation Cooperative Operating Agreement (COA), and they remain in effect, unless amended or deleted by Board action.

- **4.2.b**

Ends policies are results-based. Thus, their revision as well as the development of new Ends policies will be a continuing, periodically-assessed priority of the Board.

Governance Policies Category 4 cont.



- **4.3.a.1**

Needs Assessment: The Board, working with the AOG staff, 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.

- **4.3.c**

The Board will assure effective CEO performance (achievement of Ends and compliance with Executive Limitations) in the accomplishment of the Joint Strategic Plan.

- ~~• **4.3.e**~~

~~The Board will have final approval of changes to the life membership dues.~~



Governance Policies Category 4 cont.

- ~~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, ~~Directors' Guide, Resource Document,~~ 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:~~
- **4.4.b.1** Bylaws will be reviewed biennially by ~~a task force appointed by the~~ Governance Committee. ~~Any recommendations will be presented to the Board for their approval.~~ ~~The Task Force will conduct its review and report its recommendations to the Board.~~

Governance Policies Category 4 cont.



- **4.4.b.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.~~ in partnership with the AFA Foundation Board, will endorse the Joint Strategic Plan that will guide the staff. The plan will be reviewed at predetermined intervals to update and make necessary adjustments.

- **4.4.b.5**

The Board will follow ~~review and update~~ the Board Meeting Calendar ~~at~~ to guide content development of each meeting and -to plan for the subsequent meeting.

Governance Policies Category 4 cont.



- **4.4.c.1**

Board performance will be assessed at least biennially through a Board assessment survey. The Board may choose to seek outside review when deemed useful. At a minimum, the Board Chair will designate a director(s) to oversee the review and discussion of the survey results in order to practically implement survey insights. At each biennial survey, a different director should be appointed to lead the next review. ~~during the Strategic Plan Mid-Cycle Review and will include but not be limited to:~~

- **4.4.c.2, 4 and 5** Deleted

- **4.4.c.3**

- CEO performance will be assessed jointly by the AOG Board and the AFA Foundation Board annually in December. ~~through the Joint CEO Evaluation and Compensation Committee (JCECC) against written policy annually.~~ CEO performance will be measured against the Joint Strategic Plan.

Governance Policies Category 4 cont.



- **4.4.d.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.~~ The COA renews automatically unless either Board determines it is necessary to terminate the agreement and provides 60 day prior written notice.

- **4.4.d.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.~~ The Joint Executive Committee, consisting of the officers from each Board, will mediate disputes, conflicts of interest, or other issues between the AOG and AFA Foundation, including recommending solutions to the CEO or Board chairs.

Governance Policies Category 4 cont.



- **4.4.e.1** The two-year cycle begins at the start of the new Board year (~~April~~May 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~~May meeting members describing the candidates. The first order of business at the ~~April~~ May 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.
- **4.4.e.2** The Chair is responsible for developing ~~Board~~OD-meeting agendas for Board approval and ensuring that there are responsible parties assigned for upcoming tasks.
- **4.4.e.3** The Board will review its meeting schedule ~~at least annually at each meeting.~~ The Board schedule is policy but may be changed by Board approval without the requirements of the motion- to-vote process.



Governance Policies Category 4 cont.

- **4.4.e.5**

The meeting agenda and packet are to be distributed to the Board **as soon as possible, aiming for two weeks**~~at least seven days~~ prior to the scheduled Board meeting.

- **4.4.e.5.b.i**

~~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.~~
(duplicate of previous sentence)

- **4.5.a**

The job ~~result~~ of the Chair is **to ensure** that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

Governance Policies Category 4 cont.



- **4.7.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.

Additionally, Directors have the option to make in kind donations in lieu of requesting travel reimbursement.

- **4.8.c**

Board committees cannot exercise authority over staff. Coordination through ~~Because~~ the CEO and Chair is required. ~~works for the full Board, executive action is not constrained by committees (partial representations of the Board). the Board will not impede the delegation of authority to the CEO by requiring any approval of executive action by a Board committee.~~

Governance Policies Category 4 cont.



- **4.8.e**

Committees will be used sparingly and, except as specified in the Bylaws, other short-term tasks should be accomplished by **virtual meeting**~~teleconference~~. Each Board committee shall be assigned specific goals to be accomplished, within the limits of its authority.

- **4.8.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. **In some cases, the task force may be transferred to different directors who will pursue subsequent evolutions of the original task.**

Governance Policies Category 4 cont.



- 4.8.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 approved by the Board. ~~approves their committee membership.~~

- 4.8.j deleted

~~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.~~

Governance Policies Category 4 cont.



- **4.9.a.2.a**
Oversee and evaluate AOG governance as well as the functioning of the Board and the Class Advisory Senate.
- **Add 4.9.2.b, c and d and delete 4.9.2.i, ii, iii, iv and 4.9.b**
 - b Address ethics issues and adjudicate conflicts of interest.
 - c Biennially conduct a review of the AOG Bylaws and ensure that AOG practices are consistent with the Bylaws.
 - d Coordinate periodic board performance evaluations.



Governance Policies Category 4 cont.

- **4.9.c.1.b** The members shall be AOG graduate members: at least two ~~additional~~ Directors and five non-Directors.
- **4.9.c.1.c** A member who is a candidate for the AOG Board ~~Director~~ may not serve on the Committee.
- **4.9.c.2 iii and iv** deleted
- **4.9.c.2.v** Ensures that the election process and execution are ~~IAW~~ ~~iaw~~ the Bylaws and Board policy to include administrative support conducted by the AOG staff.
- **4.9.c.2.vi** The Nominating Committee will maintain its own written procedures. At the ~~April meeting in even years, start of every Director election cycle~~ the committee will brief these procedures to the Board for its consideration.

Governance Policies Category 4 cont.



- **4.9.d.1.a**

The Committee Chairperson, ~~the AOG Board Treasurer,~~ shall be a Director who ~~is~~ appointed by the ~~AOG Chair~~man of the Board with approval by the Board of Directors.

- **4.9.d.1.b**

The members shall be AOG members, including at least one additional Board Director, who are experienced in financial or business management matters. ~~If the Treasurer is not a Director, there will be at least two Board Directors on the Committee.~~

- **4.9.f and 4.10** deleted (now staff functions)

Governance Policies Category 4 cont.



- **4.11.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 and is encouraged by the Board as a channel through which to communicate AOG member inquiries, concerns, desired projects, etc.



Motion to Approve Changes to Governance Policies

MOTION:

The Governance Committee moves that the Board approve the changes to Categories 3 and 4 of the Governance Policies as presented.

To: Mark Hille, CEO, AFA AOG and Foundation; AFA AOG BOD Members Brian Bishop, Cathy Almand, Ginny Caine Tonneson, Glenn Strebe, Joseph Bledsoe, William "Trapper" Carpenter, John Cinnamon, Nathan Dial, Garry Dudley, Christian Evans, Hank Hoffman, Lee Krauth, Bob Lowe, Hans Mueh, Emma Przybyslawski, Jennifer Walters

From: Newly Elected AFA AOG BOD members Rod Bishop, Dan Bohlin, Alexander Fogassy, Denny Merideth, Christopher Walker

March 12, 2025

Ladies and Gentlemen,

A notice was posted on March 11, 2025, for an AOG Board of Directors (BOD) Special Meeting on March 19, 2025. According to the posted agenda the purpose of the meeting is to "Conduct a Board election to select candidates to fill Board of Director appointed positions."

The purpose of this letter is to object to that meeting and its purpose. Our bottom line objections are that this meeting should not be conducted without having provided the proper notice required by the AOG bylaw Article 5, Section 7c; since that required notice was not provided, the meeting must be cancelled; no member of the BOD should be appointed instead of elected; and any appointment by a BOD should be by the **new** BOD recently elected by AOG members, not by the current BOD consisting of some members who were not re-elected.

A review of prior meeting minutes and previous versions of the Bylaws has been instructive but also frustrating. Of note is the improvement in meeting minutes and capturing actions over the last few years. However, it is difficult to establish an awareness of the evolution of policies and a continuity of purpose, or absence thereof, as there are unfortunate gaps of details, including purpose and intent.

The following points make the case for the BOD not to fill the appointed positions at the March 19th meeting:

- **Appointed Positions Optional:** The Bylaws state that the BOD "will consist of not more than 16 Directors" and "no more than four appointed directors." A smaller board of 9 to 14 directors can be more effective, continue to get the mission done, and operate as a cohesive team. A review of the size of the board and subject matter expert advice should be sought to determine if a reduction in size of the board is warranted.
- **Timing of Appointments:** Appointed directors "can be done at anytime." If, upon further analysis, appointed directors are necessary then appointments can be made at that time with due regard to purpose and mission.

- **Intent of Appointed Positions:** There is not an easily found logical trail to the initial intent of appointed positions leading to the current use of appointed positions.
 - Snippets of comments in meeting minutes and actions appear to point to the intent of appointed positions to be founded in the idea of providing expertise to the board that may be absent from the elected directors and the board staff.
 - Use of appointed positions to over-ride the election results and instead insert an additional candidate onto the BOD who AOG members voted not to re-elect is contrary to and may be viewed by AOG members as contemptuous of the will of the voters who voted the losing candidates out of office.
 - A review of recent documents does not identify the skills missing from the make-up of the current board or from AOG staff. In the absence of a determined and necessary purpose for an individual appointee, no appointment should be made.

With all due respect to the current BOD and the admirable performance of the AOG staff, we request that the current BOD not meet unless and until it has published a “minimum of ten days notice” as required by AOG Bylaw Article 5, Section 7c, and that the current BOD not appoint any member of the BOD.

Further, we request that any decision to add to the BOD by appointment be made by the newly elected BOD expressing the most recent will of the AOG members, not by the outgoing BOD AOG members voted to be replaced. If the outgoing BOD appoints any member to the new BOD, large numbers of AOG members may perceive that as an attempt by the outgoing BOD to “shape” the members of the new BOD contrary to the will of the AOG members who voted in the recent election. That especially is true if the outgoing BOD appoints on the new BOD a member of the outgoing BOD who failed to be re-elected to the BOD in the recent election.

Very best regards,

Rod Bishop
Dan Bohlin
Alexander Fogassy
Denny Merideth
Christopher Walker

AOG BOD Members Elect

To: Brian Bishop, Chairman of the Board, USAF Academy Association of Graduates (AOG)

From: Newly Elected AFA AOG BOD members Rod Bishop, Dan Bohlin, Alexander Fogasy, Denny Merideth, Christopher Walker

March 18, 2025

Mr. Chairman,

Thank you for your response to our letter dated March 12, 2025. Your letter fails to address some of the concerns expressed in our letter, and does not answer satisfactorily some of our concerns that you do address.

Bylaw Article V, Section 7c states in part “[a]ll special meetings will be called with a minimum of ten workdays notice, if possible.” That clearly means that at least ten workdays public notice must be provided before a special meeting, if possible, not just notice to the other BOD members. Please identify any notice to the public that was provided regarding this special meeting. If no public notice was provided, then the special meeting should be rescheduled until proper public notice is provided.

Article V, Section 4d states that the Board of Directors will “[o]perate in an open fashion and guide the AOG toward achieving its mission.” Section 8 of Article V states that “[a]ll Board meeting shall be open to all members who are able to attend in person.” The notice of February 18th was not done in a manner that was available to all AOG members and as such did not meet the full intent of Article V, Section 7c.

Perhaps the Board perceives or assumes that since the single item on the agenda concerns appointed positions, the meeting must be in executive session. However, nothing requires that the March 19th meeting be held in Executive Session, and the new Board electees ask that it not be held in Executive Session. Indeed, Article V, Section 8 states only that “[b]oard meetings, or specific sessions of such meetings, may be held in executive session” (emphasis added) and that an Executive Session of the Board “may include other invited attendees. . . .” We ask that this special meeting not be held in Executive Session secrecy but, instead, be held in the open so all AOG members, including those who plan to attend, can see what the Board discusses and does. If the Board insists on holding this special meeting in Executive Session, we ask that us newly elected Board members be invited to attend as observers, as provide by Article V, Section 8.

Moreover, Board meetings are not called to order in executive session and should be in open session both at the beginning and end of the meeting. Again, contrary to some who might misinterpret Article V, Section 8c, there is no need for this Special Meeting to be conducted in Executive Session, but if you insist in this Special Meeting being held in Executive Session, we ask that you allow us who recently were elected to attend the Executive Session to enable us to receive your training and a better understanding of why you are doing this.

In the absence of a very specific bylaw dictating otherwise, good judgment must be used in the decision to have the Special Meeting and whether or not to actually make any appointments to the BOD. Since transparency is an element of concern with the AOG membership, every effort should be taken to be as open and transparent as possible. Discussing whether to appoint and whom to appoint to the BOD, with the possible effect of determining what will be a voting majority on the future BOD, is not something that must or should be done in Executive Session out of the view of the AOG membership.

Since no appointments are required and there remains questions about what are the purpose and the effect of any appointments, there should not be any rush to make any appointment at this time; discussion about any appointment should be in public session for AOG members to view; and any appointment should be made by the new elected BOD expressing the most current will of the AOG membership.

Very best,

Denny Merideth	Alexander Fogassy	Dan Bohlin
Rod Bishop	Christopher Walker	

CC: Mark Hille, CEO, AFA AOG and Foundation; AFA AOG BOD Members Brian Bishop, Cathy Almand, Ginny Caine Tonneson, Glenn Strebe, Joseph Bledsoe, William “Trapper” Carpenter, John Cinnamon, Nathan Dial, Garry Dudley, Christian Evans, Hank Hoffman, Lee Krauth, Bob Lowe, Hans Mueh, Emma Przybyslawski, Jennifer Walters



April 3, 2025

TO: Mark Hille, CEO, AFA AOG and Foundation

AFA AOG BOD Members Brian Bishop, Cathy Almand, Ginny Caine Tonneson, Glenn Strebe, Joseph Bledsoe, William "Trapper" Carpenter, John Cinnamon, Nathan Dial, Garry Dudley, Christian Evans, Hank Hoffman, Lee Krauth, Bob Lowe, Hans Mueh, Emma Przybyslawski, Jennifer Walters

FROM: Newly Elected AFA AOG BOD members Rod Bishop, Christopher Walker, Dan Bohlin, Alexander Fogassy, Denny Merideth

Ladies and Gentlemen,

As newly elected Directors to the Air Force Academy Association of Graduates (AOG) Board of Directors (BOD) we express our appreciation for your service on the current BOD and we look forward to working with all Directors forming the new BOD on April 25th. We are enthusiastic about the potential to advance transparency, increase opportunities for graduate voices to be heard, and expand relationships with nodes of influence. All of these will do much to support graduates, cadets, the Air Force Academy, and both the Air Force and Space Force. We know that all of you and us as Directors have the best interests of the AOG and the Academy deep in our hearts as we work together.

Unfortunately, governance documents have not kept pace with the needs of the AOG and the accepted practices of conducting Board business, though well intentioned, have not promoted transparency. An important goal that we, newly elected members, want to deal with on the new Board is to take action that properly aligns governance documents with best practices and make every reasonable effort for transparency.

Although we look forward to what is possible together on the new Board, we must highlight the actions taken regarding the recent Special Meeting and to clearly state our objections to your appointment on March 19, 2025, of two individuals as **voting** members of the BOD; and to ask that the current BOD either revoke its two appointments or, if it chooses not to do so, it make the two appointees *ex officio* members having no authority to vote; or, if the BOD will not revoke the appointments or the two members' right to vote, we ask the two appointees to voluntarily agree to not accept the right to vote.

We make those requests for the following reasons:

1. 2522 AOG members signed a petition to put on the February, 2025, AOG election ballot amendments to the Articles of Incorporation and the Bylaws of the AOG, to change AOG policies and the BOD members.

2. 813 signers of that petition wrote comments, viewable at [Comments from Graduates](#), overwhelmingly expressing dissatisfaction with current policies/practices of the AOG and/or the Air Force Academy.
3. The results of the February, 2025, election were that 76.4% voted for the amendments; the five undersigned were elected to the BOD by receiving the most votes; and the 3 BOD incumbents who sought re-election were not re-elected.
4. Following the election, the first official action of the existing BOD, which remains in effect until the newly elected BOD is deemed to start on April 25, 2025, was to hold a “special” meeting, held mostly in Executive Session, on March 19, 2025. At that meeting, the incumbent BOD unilaterally redefined the makeup of the new BOD by **appointing** two individuals as **voting** members of the newly elected BOD.
5. We object to these appointments of **voting** members of the newly elected BOD, for at least the following reasons:
 - A. The probable effect with these two new appointments after the February, 2025, BOD election is to shift a narrow majority **for** change without the appointments to a narrow majority **against** change with the appointments. Thus, the effect of these appointments by the incumbent BOD probably will, and certainly may, thwart/undermine the overwhelming desires by the AOG membership to change AOG policies and the direction and composition of the AOG BOD.
 - B. These appointments were optional and not required.
 - C. One of the appointees was appointed even though that person’s attempt to be re-elected to the BOD was not successful.
 - D. There was and is no clearly stated need for an appointed BOD member, and certainly no need for an appointed BOD member having the authority to vote on the BOD.
 - E. Even if there were appointments to fulfill one or more specialized needs other than shifting the balance of voting power on the new BOD, those needs could be fulfilled by *ex officio* BOD members who are non-voting, or by volunteers or paid staff.
 - F. Any appointment to the BOD should have been made by the newly elected BOD instead of by the incumbent BOD because the newly elected BOD reflects the views of thousands of AOG members who voted for the new BOD members and the amendments. The appointments having been made by the incumbent BOD instead of by the newly elected BOD reflects the elitist view, actually expressed by some, that the incumbent BOD knows the needs

of the AOG better than does the newly elected BOD that reflects the most recent views, needs, and desires of the AOG membership.

- G. A public notice of and agenda for the March 19, 2025, meeting was not provided “with a minimum of ten business days notice, if possible” of the meeting, as required by Article V, Section 7c of the AOG Bylaws, and in accordance with Colorado Revised Statutes Sections 7-127-102 and 7-127-104.
- H. Bylaws Article V, Section 8, states that “[a]ll Board meetings shall be open to all members who are able to attend in person [but] does **not** include attendance at committee meetings or special meetings.” (Emphasis added.) One or more elected BOD members were prohibited from attending meetings of the Nominating Committee, resulting in the inability to observe how the Nominating Committee selected the nominees for appointment to the BOD. We strongly believe that all elected BOD members should have been, and should be, allowed to attend all BOD committee meetings.
- I. Bylaws Article V, Section 7B, states that “[s]pecial meetings are **not** considered **open** meetings” (emphasis added). However, that requirement for secrecy contradicts Colorado state law providing when and how a “nonprofit corporation shall hold a **special** meeting **of its members**.” CRS Section 7-127-102 (emphasis added). Similarly, see CRS Section 7-127-102(b)(2)(“**members** entitled to demand a **special** meeting”), (b)(4)(“**Special** meetings **of the members**”), (b)(5)(“**special** meeting **of the members**”)(emphasis added). A meeting that is not “open” to its members is not a meeting “of” its members. Moreover, the BOD discussed its selection of the appointees in Executive Session, meaning privately instead of in view of the AOG membership. Appointments, if any, to the BOD should be discussed by the BOD in open session.

It would be non-reflective of the will of the voters, and considered absurd, if after voters had elected a Greens Party majority to the US House of Representatives, a Libertarian controlled “lame duck” US House of Representatives were to appoint additional Libertarians to the newly elected House membership in order to “shape” and to maintain Libertarian control in the newly elected House of Representatives. Similarly, we believe that it is inappropriate for the incumbent BOD to appoint voting members to the newly elected AOG BOD. Therefore, we ask that the incumbent BOD or the appointees themselves take the actions stated above.

The five undersigned newly-elected AOG BOD members ran on a platform of "transparency" and "giving grads a voice." Appointing an additional two members to the BOD by vote of only 13 grads and doing so using a "special," "secret" Executive Session meeting in which the graduate community was effectively barred from attending, certainly is NOT "giving grads a voice" and being "transparent!"

Regardless of the current BOD good intentions, the optics of the March 19th Special Meeting is not positive and therefore warrants our stated objections. Our intention is to take up our positions on the BOD with eyes forward committed to developing a close professional working relationships with all members of the BOD. Together there is no doubt we can take many positive steps for all stakeholders.

Respectfully,



Rod Bishop



Chris Walker



Dan Bohlin



Alex Fogassy



Denny Merideth