



AOG Board of Directors 16 October 2026 BOARD MEETING

DRAFT AGENDA

I. Call to Order / Moment of Silence / Pledge of Allegiance

Cathy Almand '90

II. Shared values: COURAGE (SPFH 1-1)

Cathy Almand '90

III. Approval of Consent Agenda

Cathy Almand '90

i. Draft Minutes - 24 July 2026 AOG BOD Meeting

ii. Q3 Financial Report

Katie Willemarck, CFO

iii. Senior Staff Succession Plan

Mark Hille '97, President & CEO

iv. NCR Report

Chris Bennett '93, EVP of Alumni Relations

v. Monitoring Report 2.1

Mark Hille '97, President & CEO

vi. 2027 Operating Plan

Mark Hille '97, President & CEO

IV. Approval of Agenda

Cathy Almand '90

V. Report for Information: Organizational Excellence Strategic Inquiry Summary

Cathy Almand '90

VI. Membership Minute

VII. Staff Reports

i. President & CEO

Mark Hille '97, President & CEO

ii. Alumni Relations

Chris Bennett '93, EVP of Alumni Relations

i. AOG Area of Emphasis – Chapter Support

VIII. Class Advisory Senate

John Cinnamon '91

IX. Break

X. Committee Reports

i. Finance & Investment Committee

Christian Evans '08

ii. Nominating Committee

Nathan Dial '10

iii. Governance Committee

Lee Krauth '72

iv. Audit Committee

William "Trapper" Carpenter '73

v. External Communications Committee

David "DT" Thompson '85

vi. Implementation Task Force

Christopher Walker '88

XI. Lunch

XII. Director Proposed Motions (4 Attached)

XIII. Minutes Process

Cathy Almand '90

XIV. Good of the Order

XV. Executive Session

Cathy Almand '90

If needed.

XVI. Adjournment



AOG Board Motion Submission Form

- Date Submitted: 22 Sep 26
- Submitted By Director Bishop
- Meeting Date 15-16 Oct 26

Motion Information

- Motion Title: Institutionalizing the “Membership Minute”
- Director Bishop moves that the following be added after the last sentence of AOG Governance Policies 4.4 (e) (2):

“The agenda for every quarterly Board meeting will include at least 30 minutes dedicated for members to speak to the Board. Each speaker will provide in advance the title and purpose of the presentation and the AOG BOD will set aside time to discuss, analyze and potentially act upon recommendations by AOG members.”

Purpose / Rationale

- The AOG’s Articles of Incorporation mandate “the promotion of a professional dialogue among its members;”
- The Articles of Incorporation also say the AOG’s purpose includes: “the fostering of fellowship, *communication* and camaraderie among the graduates of the United States Air Force Academy (emphasis added);”
- Colorado non-profit law and the bylaws of the USAF Academy Association of Graduates state that directors owe fiduciary



duties to the organization itself and its collective ***membership***;

- Our BOD Chair denied the request from 6 fellow BOD members to not cancel the July Membership Minute and canceled it anyway;
- 5 candidates were elected filling all 5 open slots on the Board during the Feb 25 election (replacing 3 incumbents who also ran for election), and all of those 5 candidates ran on a platform of “giving grads” a voice.



Financial or Operational Impact

Totally depends on recommendation (if any) and BOD decision regarding recommendation(s).



AOG Board Motion Submission Form

Deadline to submit motions for the 2026 October meeting is 23:59 MT on Tuesday, September 22, 2026. Motions received after this deadline will be moved to the next meeting.

- Date Submitted: 22 Sep 26
- Submitted By Director Bishop
- Meeting Date 15-16 Oct 26

Motion Information

- Motion Title: Disciplining a Director
- Direct Bishop moves that the AOG Board of Directors follow the procedures stated in the most recent version of Roberts Rules of Order before imposing discipline of any nature against an AOG Director in the future.



Purpose / Rationale

AOG Article V, Bylaw Section 6 states that, subject to certain limitations, all AOG Board meetings “should be conducted using *Robert’s Rules of Order* (most recent edition) as a guide.”

Regarding the recent failed censure attempt of a director the Board conducted a meeting that did not follow the procedures in the most recent version of Robert’s Rule of Order for disciplining a Board Director for conduct outside of a Board meeting, and failure to do so deprived that Director of fundamental fairness and his legal rights, thereby giving the Board the appearance of conducting a “kangaroo court.”

According to *Robert’s Rules of Order Newly Revised*, 12th ed. (2020) (“RONR”), a Colorado nonprofit board ordinarily should not make an adjudicative public declaration that a director “violated his fiduciary duties” merely by introducing and immediately voting on a surprise censure motion.

Where the alleged misconduct occurred **outside the meeting, is disputed, and requires evidence—particularly an accusation of breach of fiduciary duty**—the pertinent RONR procedure is the **formal disciplinary process** in RONR §63, consisting of:

1. Confidential investigation by an impartial committee;
2. Committee report and formal charges, if warranted;
3. Formal written notice to the accused;
4. A fair trial or evidentiary hearing; and
5. Final determination by the authorized assembly, including review of a trial committee’s findings if a committee conducted the trial.

That five-stage structure is confirmed in training materials published by the National Association of Parliamentarians and expressly keyed to RONR (12th ed.) 63:7–63:37.

Discipline for alleged misconduct outside a meeting.



RONR distinguishes:

- Disorder or misconduct occurring **in the meeting**, which the assembly may address immediately under §61;
- Alleged misconduct **outside the meeting**, or **contested serious misconduct requiring factual findings**, which normally proceeds under §63.

A claim that a director breached fiduciary duties generally falls into the second category. It is not merely a ruling about disruptive conduct personally observed during the meeting. See RONR (12th ed.) 61:1–61:19; 63:1–63:7 (emphasis added).

Blindsiding a director with a public censure after inducing him to attend a meeting by failing to notice that a censure would be considered at that meeting and without providing that director prior notice of charges and evidence and a fair opportunity to rebut the same, causes AOG members to disrespect and be embarrassed by its Board, and has further divided the AOG Board.

Direct Bishop moves that the AOG Board of Directors follow the procedures stated in the most recent version of Roberts Rules of Order before imposing discipline of any nature against an AOG Director.

Financial or Operational Impact (if any)

None.



AOG Board Motion Submission Form

Deadline to submit motions for the 2026 October meeting is 23:59 MT on Tuesday, September 22, 2026. Motions received after this deadline will be moved to the next meeting.

- Date Submitted: 21 September 2026
- Submitted By: Director Dan Bohlin
- Meeting Date: 16 October 2026

Motion Information

- Motion Title: Terminate “Of Counsel” Letter of Engagement
- Director Bohlin moves the Board direct that either the CEO, the Board Chair or both terminate the Letter of Engagement (LOE) signed 12 November 2025 with Of Counsel Skip Morgan, with the Board noting that it neither approved the LOE nor gave the Board Chair the authority to sign it. The date of Board approval of this motion will be the date of the LOE’s termination.



Purpose / Rationale

Briefly explain why this motion is being proposed — include background, context, or expected benefits.

The Board Chair did not have authority to sign the LOE/contract on behalf of the Board. Termination of an unauthorized LOE/contract is the responsible thing to do.

Supporting Documentation (if applicable)

Attach any additional supporting documentation.

1. Director Meredith's 1 December 2025 email to Board Chair (BC) with questions about the Of Counsel (OC) announcement made by BC to Directors, 27 November 2025. To date, the BC has not responded. (The email will be in an information packet provided later.)
2. Director Bohlin's 9 May 2026 email to OC Morgan with observation(s) and questions to which OC did not respond, though asked to do so. (The email will also be in the information packet.)

Financial or Operational Impact (if any)

Briefly explain if there will be any financial or operational impact.

Should be no financial impact to the AOG.

Operationally, the Board will benefit in the future by following the appropriate rules for Board approval before an officer signs an engagement/contract on behalf of the Board.



AOG Board Motion Submission Form

Deadline to submit motions for the 2026 October meeting is 23:59 MT on Tuesday, September 22, 2026. Motions received after this deadline will be moved to the next meeting.

- Date Submitted: September 19, 2026
- Submitted By: Director Merideth
- Meeting Date: October 16, 2026

Motion Information

- Motion Title: Class Advisory Senate (CAS) AOG BOD Representation
- Director Merideth moves that the following be added after the last sentence of AOG Bylaws Article V, 3, d and of Article VII Section 1:

“In the absence of the CAS President, the CAS Vice President shall serve as a voting member of the Board with all the rights, privileges, and responsibilities of the President for the duration of that absence.”



Purpose / Rationale

The CAS serves as a vital outreach arm of the AOG leadership. Their primary mandate is to reflect members' diverse views, synthesize feedback, and actively attempt to resolve differences among those perspectives. Furthermore, the CAS acts in a crucial advisory capacity to the Board, ensuring leadership is thoroughly informed on relevant issues affecting our membership and through voting on the AOG BOD that is reflective of the entire Class Senate.

The CAS plays such a foundational role in bridging the gap between general membership and leadership and deserves uninterrupted representation on the Board. It is only right that this essential voice—and its corresponding vote—is not lost due to the unfortunate absence of the President. Allowing the Vice President to step in ensures the Board maintains continuity, retains a balanced perspective, and respects the democratic representation of the members.

Financial or Operational Impact (if any)

No financial impact.