Provisional Minutes for * AOG Board of Directors 15 October 2026 SPECIAL MEETING #2

October 15 2026

A meeting of the Board of Directors (the "Board") of USAFA Association and Foundation (the "Company"), was held on October 15 2026. Persons present in-person or telephonically were:

Directors Present: **Lt. Col. (Ret.) Catherine Almand '90, Chair; Dr. Lee Krauth '72, Vice Chair; Brig. Gen. (Ret.) Christopher "Mookie" Walker '88, Secretary; Christian Evans '08, Treasurer; Col. (Ret.) Hank Hoffman '63, Director; Lt. Col. (Ret.) Garry Dudley '68, Director; Col. (Ret.) Dan Bohlin '71, Director; Col. (Ret.) Bob Lowe '71, Director; Col. (Ret.) William "Trapper" Carpenter '73, Director; Lt. Col. (Ret.) Denny Merideth '73, Director; Lt. Gen. (Ret.) Rod Bishop '74, Director; Gen. (Ret.) David "DT" Thompson '85, Director; Lt. Col. Nate Dial '10, Director; Maj. Jennifer Palicka '11, Director**

Directors Absent: **Maj. Alexander Fogassy '12, Director; Col. (Ret.) John Cinnamon '91, CAS President**

Staff Present: **Mark Hille '97, President & CEO; Katie Willemarck, CFO; Kelly Banet, EVP of Development; Chris Bennett '93, EVP of Alumni Relations; Wyatt Hornsby, SVP of Marketing and Communications**

Guest: Skip Morgan '72, Of Counsel

Notes: Director Evans attended remotely. Director Hoffman attended by telephone.

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Notice

The special meeting was called by Directors Rod Bishop, Dan Bohlin, Alexander Fogassy, Hank Hoffman, Denny Merideth, and Christopher Walker under Article V, Section 7 b and came to order at 8:31 am. Director Walker called the roll and confirmed a quorum. Fourteen of sixteen Directors were present, establishing a quorum.

The chair recognized Director Merideth to present the agenda. Director Merideth moved adoption of the agenda (indicating the agenda previously provided to the Chair), which included a call to order, presentation and adoption of the agenda by Director Merideth, a personal statement by Director Bishop, Director Merideth offering a written statement and Director Bishop's written offer of proof for the record, Director Merideth offering findings

for the record, and adjournment.

Director Merideth moved: "I move adoption of the agenda as I presented to you."

Before Director Merideth's motion was seconded, the chair interrupted Director Merideth and recognized Director Lowe. Recognizing Director Lowe to move an amendment was out of order because the main motion had not been seconded.

Director Lowe moved to amend the agenda by striking items four and five. Director Lowe stated that a statement prepared by a member and read by a director constituted that member addressing the board, which required board consent. Director Lowe further stated that findings were an action of the board and that the directors who called the meeting indicated no motions would be offered. Director Thompson seconded the motion.

Director Lowe's motion was: "I move to amend the agenda by striking items four and five."

Discussion occurred. Director Merideth agreed with Director Lowe regarding the deletion of the item for reading statements, as the statements had already been distributed. Director Merideth requested to amend the amendment to retain the last item concerning findings for the record, stating it identified issues that occurred prior to and during the July 24th meeting. Director Bohlin seconded the amendment to the amendment.

As restated by Director Merideth, the motion to amend the amendment would "delete as he requested the bullet on reading or doing the written statement and doing the offer of proof, but it retained the last... the other bullet, which is providing the offer of findings for the record."

Director Thompson inquired whether the agenda provided opportunity for board members to comment or be involved in discussion. The chair responded that if there was a motion, there would be opportunity to discuss, but otherwise no.

Director Merideth stated that Director Thompson's point was well made but not germane to the amendment unless there was a request to change that aspect. Director Merideth suggested addressing issues one at a time.

Director Lowe stated that there should be an open forum throughout the meeting to discuss each bullet point after presentation. Director Lowe expressed that voting without the ability to discuss after presentation was not appropriate.

Director Bohlin requested the wording of the motion to amend the amendment. Director Merideth clarified that Director Lowe's motion was to drop the bullet point regarding

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Director Merideth delivering the written statement of Director Bishop and the written offer of proof for the record, and to drop the bullet point regarding Director Merideth offering findings for the record. The amendment changed this to delete the bullet point on the written statement and offer of proof but retained the bullet point providing the offer of findings for the record.

Director Walker conducted a roll call vote on the amendment to the amendment. The vote resulted in 8 yeas, 4 nays, and 2 abstentions. Director Krauth noted that abstentions counted as no votes, making the result 8 to 6. The amendment to the amendment carried.

Discussion occurred regarding whether a vote on the amended amendment was necessary. Director Bohlin stated that a vote on the amendment as amended was required. Director Dudley stated that the open motion needed to be addressed.

[speaker] asked, "can we do a voice vote? To adopt the agenda," and the question was put on the agenda "as amended."

A voice vote was conducted to adopt the agenda as amended. The vote resulted in 13 in favor and 1 abstention by Director Bohlin. The agenda passed.

Director Thompson raised a point of order: "Will we ensure that as part of the agenda and we're on the agenda, we'll have the opportunity to have a discussion." The chair ruled: "The chair can recognize anyone who would like to speak. At any time."

Director Bishop was recognized to make a statement. Director Bishop was allotted up to 10 minutes but requested 11 and a half minutes based on practice that morning.

Director Bishop addressed the board and members of the graduate community. Director Bishop discussed the founding fathers and their ability to set aside differences to solve problems, noting that cousins John and Sam Adams, fervent abolitionists from Massachusetts, and the Rutledge Brothers, prolific slave owners from South Carolina, demonstrated cohesiveness, civility, tolerance, and professional dialogue at the first Continental Congress. Director Bishop stated that such qualities had not been demonstrated by the board.

Director Bishop thanked board directors who refused or abstained in the vote to censure. Director Bishop stated that the opportunity did not exist to properly consider accusations or review evidence, and that American style due process was obliterated.

Director Bishop stated that election to the AOG board was to represent all graduates and to speak for thousands of alumni who felt the board was deaf to their concerns and consumed by an ideology inconsistent with AOG governing documents. Director Bishop stated having

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argued most vehemently to stop looking at things through a political lens and to have professional dialogue as required in the articles of incorporation.

Director Bishop stated that the graduate community stood in disbelief that USAFA graduates would attempt to censure a fellow graduate over differing opinions and resort to character assassination and public humiliation, obliterating due process. Director Bishop stated having been encouraged to take the matter to court but requested time to argue the case on merits before the graduate community.

Director Bishop stated that many commented the board's actions were a setup employing lawfare to silence opposition. Director Bishop described the censure attempt as an ambush with no advanced warning or attempt to solve issues through professional dialogue ahead of time, leading a minority faction to censure without reviewing evidence.

Director Bishop stated that a quest for common ground, tolerating uncensored balanced viewpoints, engaging in professional dialogue, and supporting the graduate community were hallmarks of responsibilities enumerated in the articles of incorporation and bylaws, and that all were thrown out the window. Director Bishop stated that bullying, abuse of power, and bureaucratic opacity in response to pleas to follow guiding documents harmed the AOG and the graduate community.

Director Bishop stated that when a director did not believe the body was fulfilling responsibilities such as advocating for top concerns of graduate members and cadets, a board member had a fiduciary duty to speak up and dissent. Director Bishop stated having done so strongly and that Colorado law guaranteed that right. Director Bishop noted that AOG governing policies stated silence was assent.

Director Bishop called upon all to eschew politics, embrace unity, and remember the founding fathers and the Constitution. Director Bishop stated that responsibilities lay not in personal agendas, stiff arming, or censorship, but in the graduates served.

Director Bishop stated that the previous day, contrary to assurances received days earlier, the board chair apparently did not want to allow Director Bishop or attorneys who had been working for months to debate and rebut on the merits. Director Bishop stated that the board chair publicized defamatory information on July 24th, which was not in any minutes but was around the world.

Director Bishop stated that a document he had prepared, which is not attached to these minutes, would have explained missteps board leadership made in executing the failed attempt to censure, and more importantly, gave an offer of proof and a shortened defense on the falsity of accusations the board leadership publicized in their attempt to justify censoring. Director Bishop stated that had Robert's Rules of Order been followed, there

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would have been rules for disciplining a director, and the matter would have been solved ahead of time.

Director Bishop stated that for conduct outside of board meetings, due process not being completely ignored would have entitled Director Bishop to a hearing where Director Bishop and the legal team would prove the falsity of public accusations made by the board chair.

Director Bishop stated that during the July 24th board meeting, the board chair disguised the meeting's true purpose to lead the board into executive session, released confidential executive session information into the public domain without board authorization, and ignored explicit warnings from two directors. Director Bishop stated that despite stating on the record that the board chair was acting on advice of legal counsel, it took over one month for the board chair to acknowledge to the board that the motion to censure had actually failed, in violation of Colorado statutes. Director Bishop stated that to that day, the board chair had not rectified the matter with the public.

Director Bishop stated that the board chair was refusing Director Bishop's attorney or Director Bishop the opportunity to present to the board the full truth of what occurred, despite having received assurance days ago that the attorney would be allowed to do so. Director Bishop asked the chair if that was still the position.

The chair stated that Director Bishop had one minute and fifty seconds remaining. Director Bishop understood that to be yes. Director Bishop requested for the record confirmation that the chair would not let the attorney speak.

The chair stated that the chair would not respond to any questions during the statement. Director Bishop stated for the record that before the July 24th meeting, the chair repeatedly dismissed requests from numerous directors, including a formal letter signed by six board members, objecting to the refusal to give graduates a voice by canceling membership minutes. Director Bishop stated the excuse was in effect that there was not room or time in the agenda.

Director Bishop stated that on that same day, the chair found nearly two hours across two separate meetings to denigrate and defame Director Bishop's character with allegations that six distinguished lawyers, all pro bono, working to defend Director Bishop, stated were invalid. Director Bishop stated that neither Director Bishop nor one of the attorneys was present and apparently were not being allowed to properly address the merits.

Director Bishop stated that the chair misled the board to executive session, disguising the agenda on a governance matter. Director Bishop stated that the chair had a motion read into executive session that neither Director Bishop nor the majority of directors had any previous knowledge of, nor had been given the chance to read ahead of time. Director

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Bishop stated being told there were five minutes without having seen anything, describing it as the most egregious obliteration of due process ever observed.

Director Bishop stated that the chair ignored stern warnings and objections from two fellow directors, brushing off objections with a simple noted, and claiming reliance on guidance of counsel, apparently Skip Morgan, as the chair requested his presence in meetings.

The chair stated that Director Bishop's time was up. Director Bishop stated hoping everybody saw what was happening.

Director Bohlin requested additional time for Director Bishop. The chair stated that this required board consent and asked if there was objection. Director Lowe objected. The chair stated that a recorded vote would be required with the majority of directors present.

Director Walker conducted a roll call vote on extending Director Bishop's time. The vote resulted in 7 yeas, 5 nays, and 2 abstentions. Director Lowe was out of the room when the vote was taken. Under Robert's Rules of Order, a member must be present to vote, so the announced tally stands. On his return, Director Lowe stated that he would have voted against the additional time. Director Krauth voted nay. Director Dial abstained. The chair stated the vote was 7 to 7, which was a tie, and the motion did not carry. There was no extension. The Board took longer to debate whether to give Director Bishop his four minutes than it would have taken to give him his four minutes, and then, by roll call vote, denied the additional time. The Chair also did not permit counsel for Director Bishop to make an offer of proof.

Director Merideth stated that the last item on the agenda was a short statement. Director Merideth submitted facts for the record concerning the July 24th meeting, stating no blame was being assigned for any facts, as each director bore some level of responsibility individually and collectively. Director Merideth asked for collective reflection on the matters to ensure stronger governance moving forward.

Director Merideth stated eight items. First, an ineffective board culture set conditions for misunderstandings and lack of communications. Second, process and procedural errors resulted from lack of adherence to established governance guidance. Third, the agenda described the item only as a motion regarding a governance matter, and Director Bishop received no written charges or supporting documents before the meeting. Fourth, votes were made without reading and totally understanding the motion. Fifth, the result announced in open session was not the board's action under bylaws Article V, Section 10 d. Sixth, notification of error was not sent in a timely manner and was sent only to Directors on August 26th, and no public notification of error was ever sent.

Director Thompson addressed the board. Director Thompson endorsed Director Bishop's

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words about civility, professionalism, common ground, and speaking for all members of the AOG. Director Thompson agreed with Director Merideth regarding blame to be laid as a result of the process.

Director Thompson stated that the failure to accurately determine the outcome of the vote was of great concern. Director Thompson stated that the chair accepted responsibility and blame for that. Director Thompson stated that according to Robert's Rules of Order, the chair did not own votes, the vote belonged to the entire board, and it was the responsibility of the entire board to ensure the outcome was effectively delivered. Director Thompson stated that every single board member had a responsibility for not correctly determining the outcome of the vote. Director Thompson stated bearing responsibility and apologized to Director Bishop.

Director Thompson stated that the parliamentarian had blame and responsibility as well to help in the process. Director Thompson stated not assessing any more blame to the parliamentarian than to anybody else, but that it was important to have parliamentarians who were steeped in understanding and kept the board from errors.

Director Thompson stated concern about what appeared to be another attack on the authority, responsibility, and requirement of the board to sit under the leadership of the chair. Director Thompson stated this had occurred continuously throughout the term. Director Thompson stated that the first thing members of the board did was begin to attack and undermine the chair. Director Thompson stated that the previous week, emails were received undermining the authority, calling into question, not speaking civilly and professionally, failing to not engage in character assassination, specifically focused on the chair, and calling out members of the board who were loyal to the chair.

Director Thompson stated having been asked how it would feel to be publicly defamed and stated that was not a hypothetical question. Director Thompson stated having gone through 150 emails and stopped after 150 emails. Director Thompson recorded public defamation of the chair 10 times, public defamation of a member or other members 8 times, public defamation of the board 9 times, which meant public defamation of those who did not agree with specific members, and public defamation of the CEO and staff 6 times.

Director Thompson stated that the question was not how it felt but how to respond, and the hope was to respond like an adult. Director Thompson agreed to not participate in character assassination and to find common ground. Director Thompson stated having asked for that twice but having been told clearly that approach was not acceptable.

Director Thompson stated that character was defined by action, not by glowing resumes, how many boards and years spent on a board, or glorious achievements in professional

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careers. Director Thompson stated that the board individually and collectively had one path to choose and two choices to make. The board could continue down the road of character assassination, defamation, public disagreement and discourse, as had occurred and as Director Thompson was told was supposed to occur, or the board could recommit to civility, professionalism, serving the entire community, and common ground.

Director Thompson stated the board could either find a way forward or, as stated in an email a month ago, continue to be at war. Director Thompson stated knowing the preferred path and being prepared to go down either one. Director Thompson asked what actions would be taken from there and what it would say about character.

Director Merideth moved to adjourn. Director Merideth stated: "I'd make a motion that we adjourn." Director Lowe seconded the motion. The motion passed by voice vote. The chair stated this completed the business of the board specified by the Directors who called the meeting. The meeting was adjourned at 9:08 am.

The chair informed members observing online and in Doolittle Hall that there would be a break until 9:30 am when a workshop would start. The chair stated that members were welcome to observe the workshop but that no business would be conducted. The chair stated it was an opportunity for discussion with no motions, no votes, and nothing business wise during the workshop. The chair later corrected that the workshop would not be streamed online.

The written statement by Director Bishop and written rebuttal by AOG Mike Rose are not attached to these minutes, consistent with the removal of item 4 from the agenda.

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ASSOCIATION OF GRADUATES
U.S. AIR FORCE ACADEMY

Respectfully submitted,

Secretary of the Meeting
Date signed:

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