



## **BOARD OF DIRECTORS MEETING**

8 May 2020 Meeting Minutes

DRAFT

**Board Members Present:** Cathy McClain '82, Chair; Bob Lowe '71, Vice Chair; Ginny Caine Tonneson '80, Secretary; Glenn Strebe '87, Treasurer; Hans Mueh '66; Garry Dudley '68; Mark Volcheff '75; Frank Gorenc '79; Will Gunn '80; Diann Boyle '83; Dennis Dabney '89; John Vargas '96; Nancy Taylor '01; Andrew Hendel '09; Emma Przybyslawski '10; Doug Brower '72, President, Class Advisory Senate.

**AOG Staff Present:** Mike Gould '76, President and CEO; Marty Marcolongo '88, President and COO; Steve Simon '77, Executive Vice President; Jennifer Harwig, CFO; Corrie Grubbs, Senior Vice President, Operations; Michele Bergeman, Vice President, Alumni and Constituent Relations; Jeffrey Holmquist, Director of Communications; Gayle Yamazaki '83, Director of Administration; Emma Ross, Executive Assistant; Daniel Kuhn, IT Support Specialist; Nick Johannsen, Web Developer.

**Guests Present:** Lt Gen Jay Silveria '85, USAFA Superintendent.

### **I. Call to Order/Chairman's Welcome**

Chair McClain called the meeting to order at 8:30 a.m. MDT, Friday, 8 May 2020.

### **II. Chair's Comments**

Chair McClain welcomed everyone to the first all-virtual quarterly meeting. She commented about how the AOG was stepping into the future. She thanked President/COO Marcolongo and the AOG staff for the groundwork they had laid over the past year to increase engagement of the graduate community and welcomed CEO/President Gould as the new Single CEO.

### **III. Consent Agenda**

The consent agenda included the 7 February 2020 Meeting Minutes (Attachment 1), 22 March 2020 Special Meeting Minutes (Attachment 2), 2 April 2020 Special Meeting Meetings (Attachment 3), and 15 April 2020 Special Meeting Minutes (Attachment 4). The consent agenda was unanimously approved.

### **IV. Agenda**

**MOTION:** Director Tonneson moved and Director Gorenc seconded to approve the agenda as is. The motion was unanimously approved.

Chair McClain noted that the AFA Foundation committees will be meeting on 24 July with their larger group meeting on 25 July which gives the AOG Board a good opportunity to have a joint social with them. This would entail rescheduling the 7 August Board meeting.

MOTION: Chair McClain moved and Director Lowe seconded to change the next AOG Board of Directors meeting date to 24 July versus 7 August so that Directors can participate in a joint social with the AFA Foundation. The motion passed 14-1 (Director Boyle against).

## **V. Executive Session**

The Board went into executive session IAW Bylaws Article V Section 8 at 8:36 a.m. MDT to discuss the establishment of several Joint Committees. Chair McClain tasked the Governance Committee to scheme on a general communication process for the Board to provide input and seek feedback from the Joint Committees.

MOTION: Director Dudley moved and Director Gorenc seconded that we come out of executive session. The motion was unanimously approved.

## **VI. Open Session**

The Board went into open session at 8:46 a.m. MDT.

MOTION: Chair McClain moved and Director Dudley seconded that the Joint Committees be established as listed in Attachment 5. The motion was unanimously approved.

## **VII. Presentation by the USAFA Superintendent, Lt Gen Jay Silveria '85**

Lt Gen Silveria began by providing an update on how the Academy was dealing with the coronavirus pandemic. He talked about the decision to send the lower three classes home and how quickly the faculty was able to transition to online classes. He discussed the Class of 2020 graduation, the fact that just over 75% went into operational career fields, and that 86 graduates were commissioned into the Space Force. There is much uncertainty over the next several months. Many summer programs have been cancelled, although Basic Cadet Training, some academics, and airmanship will continue, albeit with a different look. The Academy will follow the NCAA and Mountain West timelines for athletics once those are determined. He noted that the Athletic Department is going to face lean years ahead due to the cut in revenue streams. The Academy is not planning on cutting any sports, although there may be cuts to travel and championships. Lt Gen Silveria then talked about several projects including the chapel renovation, Cyber Building, Clune Arena, and the Prep School dormitories. He commented on the countless ways the Long Blue Line had stepped up to support the Cadet Wing this spring.

He then responded to several questions from Board members. He noted that they are continuing to push for special status for the Non-Federal Entities that support the Academy. He also commented that the increase in graduate scholarships was not due to any single cause; it was more of a cumulative effect with increases in the different types of scholarships and the consistent increase in the number of competitive scholarships the cadets continue to win. In addition, he provided an overview of the modification to the Class of 2024's Basic Cadet Training and provided additional details about other summer programs. He noted that because many programs have been cancelled, it provides an opportunity to take a close look at the programs to decide which ones they want to bring back next year. He provided additional detail about the Space Force and noted that they are standing up a Space Force office at the Academy this summer to manage requirements. They are also considering ways to highlight space around the Academy.

Chair McClain asked how we could help the Academy. Lt Gen Silveria responded that we should continue to expand on mentoring and connections, particularly for the younger classes. In addition, young alumni are hungry for networking and ways to connect and he sees the AOG having an opportunity to build on that.

## **VIII. AOG Update**

### **a. President/COO Review of AOG Performance (Attachment 6)**

President/COO Marcolongo provided an update on AOG activities, beginning with how the quarter had changed due to the coronavirus. In February, the AOG staff was busy planning for many upcoming events such as the Scotch Tasting, Founders Day, Service Academy Career Conference (SACC), Firstie Departure, Ring Distribution, and Graduation. All of these events were either postponed, modified, or cancelled. He went through the timeline of events related to the Academy's and AOG's response to the coronavirus, and how the AOG had focused on supporting the Cadet Wing and staff during this crisis.

He then provided an update on the current quarter. The new Single CEO was announced to the staffs on 3 April with Lt Gen Gould assuming his role on 1 May. The AOG completed the Graduate Dependent Scholarship selections and continued with the Service Spotlight on the AOG website. Both the SACC conference in Jacksonville and Firstie Departure were turned into virtual events. He noted how the remainder of May will be critical as the staff returns to Doolittle Hall in accordance with Colorado guidelines and tries to anticipate and plan for the Academy's changing policies due to coronavirus. For example, changes to in-processing, Basic Cadet Training, athletic events, Parent's Weekend, and access to the base and cadet area will have a direct impact on AOG membership, merchandising, WebGuy, tailgates, and reunions.

**b. Plan to Achieve Strategy in Coming Year**

President/COO Marcolongo noted that the AOG is building on FY 20 programs that touched and engaged the cadets, graduates, and their families such as highlighting young alumni and holding more young alumni events, expanding Firstie Departure and developing similar programs for the other three classes, and expanding ZoomieLink content. In response to a question about feedback from these kinds of activities, he noted that they are collecting metrics on the AOG website and are doing a survey related to Firstie Departure. They have just begun testing out Facebook polls and Instagram surveys.

The AOG also plans to find and expand on opportunities created by the coronavirus pandemic, including expanding virtual engagement events and letters of encouragement to cadet classes and other graduates, helping USAFA businesses, and launching a USAFA Family Business Directory. The AOG is continuing an emphasis on service to ensure it becomes engrained in graduates and life cycle development efforts to engage different graduate age groups. President/COO Marcolongo noted several unknowns that may impact future plans such as USAFA decisions, the economy, and the presidential election as it relates to voter fatigue. He concluded by answering questions and responding to comments about social networking such as ZoomieLink, the USAFA Careers and Networking page on Facebook, and LinkedIn.

**c. Quarterly Financial Update (Attachment 7)**

CFO Harwig provided a financial update. In March there were significant impacts on investment return with YTD Realized/Unrealized losses of \$3.5 million, but in April it rebounded with an increase of \$3.4 million in total investment balances. The AOG obtained a Payroll Protection Plan (PPP) loan of \$474,000 to avoid having to make withdrawals from the investment portfolio. In response to a question from Chair McClain, she noted that the AOG is on track to have all of the forgivable portions of the PPP loan forgiven. Membership revenues were steady in March and April, but there was a loss of revenue due to the cancellation of Founders Day and the Scotch Tasting. She noted that the revenue in the budget was 4.2% higher than actual revenue and actual expenses were up 4.0% from what was in the budget. CFO Harwig concluded by providing the restricted distributions to/for USAFA by pillar.

**d. FY 21 Operating Budget (Attachment 8)**

Director Strebe indicated the Finance and Investment Committee had looked at the investment budget. President/COO Marcolongo reminded the group that on the expense side, we needed to take into account the amount of the Single CEO salary and benefits, while on the revenue side we receive half of that amount back from the AFA Foundation. Director Strebe noted that this represented a 5.1% increase in total expenses (2.89% increase after adjustments). He commented that the staff did a

good scrub and that the real savings will come when CEO/President Gould looks for economies and efficiencies, which we should see in the following year's budget. President/COO Marcolongo and CFO Harwig then discussed some of the details of the budget. In addition to the Single CEO, other cost increases are due to healthcare costs which continue to rise and an increase in Board governance costs due to the upcoming election. On the other hand, they expect to see cost savings due to the fact that some events, such as the Chapter President Conference, will now be virtual. Most of the decreases in revenue are due to the expected impact of the coronavirus and investment income. While there will be an overall larger portfolio because some of the Board-designated funds will move to operations (see Finance and Investments Committee section), they will be taking money out for the renovation of the Air Gardens (\$3.5 million to be transferred from the Moller Trust). Chair McClain wondered about the projected 5.0% return on investment and how confident we were about achieving that. CFO Harwig indicated that was a conservative number. Director Strebe added that the Finance and Investment Committee had discussed that issue. They stayed in the market when it decreased due to the coronavirus and they have recovered almost \$3 million of it. He noted that we have a very well-diversified portfolio and it is not all tied to the equities market. Chair McClain noted that the agreement for the \$800,000 grant from the AFA Foundation runs through 31 December 2020 and asked that the Single CEO salary be clearly delineated from this grant in the budget. The AOG staff will prepare a point paper for the Directors to help answer questions about the budget.

MOTION: Director Strebe moved and Director Lowe seconded to accept the FY 21 operating budget as submitted with the modification to break out the Single CEO salary. The motion passed unanimously.

**e. CEO Monitoring Reports**

President/COO Marcolongo reported compliance with the following monitoring reports: 2.1 Treatment of Members and Other Constituents, 2.3 Financial Planning/Budgeting, and 2.9 Board Awareness and Support.

**IX. Election Information**

EVP Simon provided an update on the 2021 election (Attachment 9). The election will run from 8 February 2021 through noon MDT 22 March 2021 with voting via electronic ballot. The application deadline is 1 October 2020. There are five vacancies on the Board. Other than timeline updates, there are no changes to the rules, policies, or procedures from the previous election. The election will be run by the Surveying and Balloting System (SBS) again. The election will be advertised in *ZoomiEnews*, 7258', *Checkpoints*, and via election updates in January through March 2021. In addition, the AOG will be flexible on providing additional reminders, frequently asked questions, and other communication based on need. Chair McClain noted the power of short videos for election updates.

MOTION: Director Brower moved and Director Dudley seconded to accept the election rules as presented. The motion passed unanimously.

## **X. Committee Updates**

### **a. Bylaws Review Task Force**

Task Force Chair Gunn reviewed the issues which were under consideration for Bylaws changes during the 2021 election.

#### **1. Reducing the quorum needed to change the Bylaws**

Task Force Chair Gunn compared the AOG Bylaws to the much lower quorum requirements at West Point and the Naval Academy. West Point requires a vote of at least 500 members while the Naval Academy can change their Bylaws with an affirmative vote of 2/3 of the entire Board. The committee recommended changing the quorum requirement from 25% to 10% of the AOG membership.

MOTION: The Bylaws Review Task Force moved that the Board place a provision to amend the Bylaws to reduce the quorum needed to change the Bylaws from 25% to 10% on the ballot for the 2021 AOG election.

Discussion: A lengthy discussion ensued on whether either model or an alternative model, such as an affirmative vote by 1,000 members, would best suit the AOG. EVP Simon noted that SBS had indicated that quorum requirements typically run from 2%-25% of the membership, so we are at the very top range. They believe a 10%-15% quorum is about right. Several Directors expressed support for the Naval Academy model as it provides complete flexibility to the Board and it may encourage graduates to run for the Board. A concern for making it a percentage of the membership was raised because if all graduates become AOG members, a 10% quorum requirement of 50,000 graduates puts us in the position of needing 5,000 votes, which has proven to be difficult in the past.

CEO/President Gould noted that timing is important and that our membership needs to see some significant changes quickly. Chair McClain wondered whether we should relook putting the membership for all graduates issue on the 2021 ballot along with voting for the CAS President and a revised mission and vision statement. This would demonstrate that we have a Board that wants to adapt to the future.

MOTION TO AMEND: Director Dudley moved and Director Gorenc seconded to amend the motion. The motion to amend failed 2-13 (Directors McClain, Lowe, Strebe, Mueh, Dudley, Volcheff, Gorenc, Gunn, Boyle, Dabney, Vargas, Taylor, and Hendel against).

The Bylaws Review Task Force then withdrew their original motion and submitted a new motion.

**MOTION:** The Bylaws Review Task Force moved that Bylaws Article XII Section 1 and 3 be modified as follows:

- Section 1. Board Proposed be modified to read as follows: “The Bylaws will be reviewed periodically by the Governance Committee. The Board may propose and approved amendments to the Bylaws and or Articles of Incorporation. Amendments must be approved by a 2/3 majority of the entire Board.”
- Section 3. Membership Proposed be modified to read as follows: “Amendments to the Bylaws and Articles of Incorporation proposed by the membership must be submitted to a vote of all the members. A quorum of 25 percent of the membership eligible to vote is required for the vote to be valid. The amendments must be approved by the majority of that quorum.”

**Discussion:** Director Gorenc wondered whether this mirrored the Naval Academy model and whether there really needed to be a different procedure for membership-proposed Bylaws changes. Director Volcheff pointed out that if there was not a membership-proposed procedure and our membership was dissatisfied, they would need to wait until the next election to vote in new members to make the change. After a short discussion, Chair McClain noted that we did not have all the details on the Naval Academy model. She asked the Bylaws Review Task Force to do more checking on how the Naval Academy addresses this. During a break, Task Force Chairman Gunn did some research and discovered that the Naval Academy model did not have any provision for membership voting. Chair McClain would still like the task force to reach out to the Directors to get their thoughts. The motion was tabled until the special meeting on 18 May 2020.

## **2. CAS President Voting Privileges**

Task Force Chair Gunn briefly reviewed the issue of putting voting privileges for the CAS President onto the 2021 ballot. The Board had unanimously approved the idea of allowing the CAS President to vote at the 7 February 2020 meeting.

**MOTION:** The Bylaws Review Task Force moved that the Board place two provisions amending the Bylaws on the ballot for the 2021 AOG Election to give the CAS President a vote on the Board. The changes are to Article V, Section 1 to increase the number of Board members from 15 to 16 (including the CAS President) and to Article VII, Section 1, removing the words “without vote.”

**Discussion:** The Directors agreed that Article V could be considered an administrative change and thus it did not need to be on the ballot.

MOTION TO AMEND: Chair McClain moved and Director Dudley seconded to amend the motion. The motion to amend passed unanimously.

AMENDED MOTION: Chair McClain moved and Director Tonneson seconded to change Section 1. Composition to read: “The President of the CAS will be an ex-officio Director on the Board.” The motion passed unanimously.

### **3. Mission and Vision Update**

Director Dabney presented the change article which the Bylaws Review Task Force had put together concerning changing the mission and vision statements in Bylaws Article 1, Section 1 to make them align with the updated AOG Governance Policy statements. Task Force Chair Gunn noted that the task force was not making a recommendation one way or the other as to whether it should be put on the ballot; they were simply presenting what would need to be changed in the Bylaws to make them align with the Governance Policy. Chair McClain pointed out that this is a very powerful paragraph as it deals with the AOG’s mission and purpose. She also reminded the group that the Bylaws trump the Governance Policy. A discussion ensued with several Directors opining that this could be an administrative change to the Bylaws, while others noted that this was too important of an issue to leave off the ballot. After further discussion and because this issue was presented to the Directors as a change article with no recommendation, the group decided to leave the Bylaws mission and vision as is for the time being. This will allow the focus to remain on the current initiatives on the ballot.

### **4. Allowing all graduates to automatically become members of the AOG**

During the 7 February 2020 meeting, the Board voted to defer the membership for all issue and not place it on the 2021 ballot. The Bylaws Review Task Force provided the Board with the type of changes that would be needed if the Board were ever to seek to amend the Bylaws to allow all graduates to become AOG members without paying dues.

MOTION: The Bylaws Review Task Force moved that the Board reconsider its previous vote on not putting the membership for all issue on the 2021 ballot.

Discussion: EVP Simon reminded the group that if the quorum was not reduced, it would significantly complicate things. Director Gorenc agreed that the quorum issue needed to be squared away first and that leaving the membership issue off the ballot at this point would make it cleaner. Should the quorum issue pass, we could readdress the membership issue at that time. In contrast, Director Vargas suggested that putting the membership for all issue on the ballot might help us to get a quorum for the 2021 election.

Chair McClain posed the question of whether the end result was to get the Bylaw wording changed or to begin serving all graduates. She noted that President/COO Marcolongo and his staff can start doing that right now without the Bylaws changes, which will give them time to create the Communication Plan related to this issue. President/COO Marcolongo agreed, pointing out that the marketing plan would be complex. He also reiterated the concern that if we put membership for all onto the ballot and the quorum issue did not pass, we would now require 12,500 members to vote (25% of 50,000 graduates) in future elections, when only 8,300 members voted during the 2019 election. He did note, however, that we could put a contingent into the wording on a membership ballot issue making it contingent on the quorum issue passing. Chair McClain thought that would be a bit cumbersome. She believes we can serve all graduates and engage them without changing the Bylaws at this point. We can follow up on the membership for all issue in the future. CEO/President Gould concurred saying most people don't take the time to dig into the issues and the ballot needs to be as simple as possible. The motion failed 0-15 (all Directors against).

## **5. Virtual Meeting Attendance**

Director Volcheff led the discussion on virtual meeting attendance. He noted that when the Bylaws article was written to include a provision for in-person guest attendance at Board meetings, it was technologically challenging to have virtual attendance. However, because those challenges no longer exist, we are now able to be more transparent and inclusive of the membership. He reminded the group that we have never had very many in-person attendees at our Board meetings.

MOTION: Director Volcheff moved and Director Gorenc seconded to put on the 2021 ballot a change to Bylaws Article V, Section 8 to read: "All Board meetings will be open to all members. The AOG shall provide the most optimally feasible means to encourage and facilitate remote attendance."

Discussion: There was a lengthy discussion on the topic centering around whether it would hamper the Board process and brainstorming efforts, result in non-Director attendees spreading incomplete and inaccurate information, and whether it would stifle discussion. On the other hand, some Directors thought being able to observe Board meetings might improve participation in the upcoming elections, could help young alumni interested in becoming Board members better understand Board operations, and would show transparency. It was noted that the AOG Board has fiduciary responsibilities which set it apart from Boards which do not. The discussion then turned to different virtual platforms (e.g., Zoom, YouTube) that would still allow the Board to go into executive session without interference and whether we should allow certain groups, such as class representatives and CAS members, to attend virtually. Several Directors again voiced concern and noted that we were elected to serve as AOG Board members and that the Minutes of each meeting are available for anyone interested in knowing what went on. The motion failed by a vote of 5-10 (Directors McClain,

Lowe, Tonneson, Dudley, Mueh, Gorenc, Strebe, Dabney, Hendel, and Przybyslawski against).

**6) Virtual Committee Attendance**

Director Gorenc briefly discussed whether the Bylaws provision for in-person attendance at Board meetings applied to committee meetings as well. Chair McClain’s interpretation is that it does not apply. She noted that the Governance Committee could make this very clear in Governance Policy 4.8.

**b. Finance and Investment Committee**

Committee Chair Strebe noted that committee now meets every month. CFO Harwig pointed out that by the end of March, the portfolio had dropped by a value of \$5.4 million, but in April it had regained \$3.7 million. She provided the schedule of investments and indicated that for the fiscal period that ended on 30 April, the portfolio was up to \$46.98 million. Committee Chair Strebe then talked about Board-designated funds. The committee agreed that undesignating Board-directed, non-donor restricted funds would increase the flexibility for funds to be used for the betterment of the Academy. Some of the funds that were Board-designated have not been used. By shifting them away from being Board-designated funds, it will allow more efficient use of funds and minimize the amount of money sitting in accounts without recent distributions. CFO Harwig noted that it gives more flexibility to use funds as needs evolve and it enables all the unrestricted funds to be reported under operations and not to be comingled with donor-designated monies.

MOTION: The Finance and Investment Committee moved to make the following Board-designated fund modifications: undesignate eight Board-designated funds and any earnings on these funds. The monies will return to operations as unrestricted, undesignated dollars.

<b>Project ID</b>	<b>Project Description</b>	<b>Net Assets</b>
248700	Francis C. Bennett Aviation Support Fund	\$ 271,940.32
248800	F. C. Bennett Scholarship Enhancement Fund	\$ 1,149,572.39
251000	CLES-Temp Restricted Endowment	\$ 175,555.68
251200	Graduate Dependent Scholarship	\$ 41,532.78
259500	Long Blue Line Endowment	\$ 224,402.38
301000	Commanders Leadership Enrichment	\$ 265,000.00
301200	Graduate Dependent Scholarship	\$ 305,000.00
309500	Long Blue Line Endowment	\$ 7,867,358.65
<b>Total</b>		<b>\$ 10,300,362.20</b>

Discussion: Director Volcheff asked about the difference between the two Long Blue Line Endowment funds. CFO Harwig indicated that the funds beginning with “24” or “25” were investment income, while funds with “30” had been moved from undesignated, unrestricted funds into endowments. President/COO Marcolongo

provided further explanation and noted that by undesignating these funds, the AOG will still support these specific programs, but can have more flexibility to use the additional monies in these funds. The motion passed unanimously.

**c. Governance Committee**

Committee Chair Lowe provided an overview of the changes to Governance Policy Categories II and IV, most of which were either administrative changes or related to the fact that we now have a Single CEO.

**MOTION:** The Governance Committee moved to:

- 1) Change “USAFA Endowment” to “Air Force Academy Foundation” throughout the document.
- 2) Make no changes to Governance Policy Category II (Executive Limitations) at this time.
- 3) Rewrite Governance Policy Category IV (Governance Process) sections to read as shown below.
  - 4.4 c.2. CEO performance will be jointly assessed by the AOG Board and AFA Foundation Board through the Joint CEO Evaluation and Compensation Committee (JCECC) against written policy annually.
  - 4.4 c.3. The AOG Chair will nominate, for Board approval, three AOG Board members to be part of the JCECC. The AOG Board members on the committee will gather input on CEO performance from the Board members and bring that input to the JCECC. The JCECC will be responsible for bonus determination (and contract re-negotiation as appropriate).
    - a. JCECC will evaluate the CEO based on the performance standards agreed upon by both Boards and the CEO annually and recommend the evaluation and compensations to both Boards for their approval.
    - b. JCECC will complete contract re-negotiation and present it to the AOG Board and Foundation Board for approval before the contract expires.
    - c. JCECC will recommend changes in policy to improve CEO performance and contract negotiation processes, if necessary.
  - 4.4.e.5.b. Throughout the year, the Board will expeditiously attend to those consent agenda items which have been delegated to the CEO, yet are required by discussion, law, or contract to be Board approved. A request from any Director will remove an item from the consent agenda and that item will be added, for discussion, to the regular agenda.
  - 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.

- 4.9.a.2.b. With AOG Board approval, an AOG CEO Contracts, Evaluation, and Compensation Committee will be appointed. This committee will be made up of three AOG Board members, who will also be the AOG Board representatives to the JCECC. The AOG CEO Contracts, Evaluation, and Compensation Committee will maintain its own written procedures. At the start of every CEO evaluation cycle, the committee will brief these procedures to the AOG Board for its consideration. All CEO assessment actions will be made via the JCECC.
- Table 4.1: Notes: Directors are expected to use this period to become knowledgeable with the purpose and meaning of the motion, suggested changes, etc.”

The motion passed unanimously.

Chair McClain asked the Governance Committee to review Governance Policy Category III for the July Board meeting.

#### **d. Awards and Recognition Committee**

SVP Grubbs provided an update on the Young Alumni Excellence Award, which was intended to be discussed at the weather-shortened February Board meeting. There were 22 nominations (17 active duty, 3 reserve, 2 civilian). The following individuals received the 2019 award and were highlighted in *Checkpoints*: Miriam Krieger '04, Wesley Spurlock, III '04, Anna Gunn-Golkin '05, Brandon Dues '05, and Caitlin Reilly '07. The committee is in contact with the AOG Chapters and/or Ambassadors to present the award and do a short video that will be posted.

Committee Chair Vargas then talked about the Sullenberger Award for Courage. Although the award has been approved, they are still working on how and where to present it. The idea to present it during the National Character and Leadership Symposium was rejected due to other awards being presented at that venue. They would like the presentation to be done in a little more intimate way such as in Arnold Hall with a group of cadets as opposed to something more informal such as at a football game or on the staff tower. They will continue to engage with USAFA on potential venues, but it is currently on the backburner because of the coronavirus.

He then discussed a Long Blue Line Award to recognize the great things USAFA graduates are doing for their communities. Because there is already a mechanism to recognize the service of our alumni via the service profiles on the AOG webpage and 7258', they have prepared a short paper for input from President/COO Marcolongo and Chair McClain so they can consider how to proceed. They will update the Directors during the next Board meeting. Director Gorenc wondered whether there was a way to leverage these award recognitions that would blend into giving. Committee Chair Vargas will take this back to the committee to discuss.

**e. Nominating Committee**

Committee Chair Gorenc discussed the candidate attributes from the Nominating Committee. They are looking for a diverse and well-balanced Board which is best able to pursue and advocate for the AOG end states as defined by the AOG Governance Policies. A balanced Board is best able to represent the diversity of the AOG graduate community. They need a 10-nominee minimum slate to fill five vacancies for the 2021 election. Candidates need to be AOG members in good standing and should have a wide variety of experience, but do not need to have every attribute listed below. The goal is to have a Board that possessed the attributes in totality.

**MOTION:** The Nominating Committee moved that the AOG Board approve the following desired “Candidate Attributes:”

- full commitment to AOG Board/mission (passion, energy, time, willing to network and leverage personal contacts, team player, courage to dissent, motivation to advocate);
- diversity reflective of AOG membership (balanced class representation – particularly graduates within 15 years of graduation – sex, ethnicity, race, geography, life experience, religious, education);
- leadership experience (business, military, government, non-profit, board);
- communication skills (good listener, proficient writer and speaker, proficient with social media, willing speaker);
- financial awareness (budget, contracting, investment, tax); and
- legal awareness (business, financial, military, civil, legal ethics).

Discussion: Director Lowe wondered if it would be worth specifying on the ballot that a certain number of selections must be from the more recent classes. A short discussion ensued. Several Directors noted that the focus should be on recruiting a diverse set of candidates, rather than creating limits on voting. Committee Chair Gorenc reminded the group that we also have Appointed Director positions that we can use to fill out the Board. Despite the importance of having younger alumni on the Board, he also noted that experience is important and that we do not want to be viewed as junior partners to the AFA Foundation with our Board. CEO/President Gould wondered whether there was anything that would prohibit someone from being a Director on both the AOG and AFA Foundation Boards. He thinks that could be very helpful. Chair McClain noted that this was the first time we have specified a desire to have graduates within 15 years of graduation on the Board. The motion passed unanimously.

**f. Heritage and Traditions Committee**

Director Dudley did not provide an update during the meeting as he had previously provided the Board members with slides noting that the committee had approved the F-100 plaque for mounting on the wall overlooking the Plaza of Heroes.

## **XI. CAS Update**

Director Brower noted that due to the coronavirus restrictions, the 14 April 2020 CAS meeting was cancelled. However, the CAS Executive Committee did meet in February and they had two issues to bring before the Board. They proposed that the CAS Senators join with the Board for dinner once each year to increase team-building. They estimated there would be approximately 20-25 Senators who would be able to attend. In addition, they would like to ask the Board's help in finding Senators for the Classes of 2008, 2013, 2014, 2016, and 2018. He wondered if he could draft up a letter for CEO/President Gould's signature to send to the class presidents of these classes to request representatives. The sense of the Board was that we thought the dinner was a good idea. Chair McClain asked President/COO Marcolongo and CEO/President Gould to look at funding for the dinner and to determine an appropriate date for the event. She also asked Director Brower to send something to the Directors on how we can get the CAS to support the Board of Directors.

## **XII. Single President and CEO Update**

CEO/President Gould thanked the Board for our service. His driving principal is summed up in that he wants what is best for the greater good of the graduates, our Academy, our Air Force, and our nation. He talked about the AOG Ends and how they are a perfect way to look at what we do corporately. To move forward, we need to learn from the past and acknowledge that we are not where we need to be. We have lots of graduates who are not engaged, we have cumbersome Bylaws, and many graduates do not know what the AOG does. He is considering forming an Office of Advancement which would help with graduate engagement and giving. He then talked about the challenges we face with having the Superintendent being able to endorse the Non-Federal Entities and how he will continue to push to make the special status happen. He noted that we have a noble cause and many partners who would like to help and see us succeed. We need to collectively embrace the idea that we all owe a debt of gratitude to the Academy for what it did to prepare us for life. We also need to build a culture of philanthropy. He believes it is about igniting pride in our institution. We need to bring it back to what we have in common – the shared common experiences that we had here.

CEO/President Gould then acknowledged that he has much to learn about the ins and outs of the AOG. To that end, he is taking a deep dive into the functional areas. The key AFA Foundation and AOG staff will be spending time with each other to better understand what each organization does. This will help us recognize how we can be more effective. He stated that we will become leaner and more efficient, which will help us in our budgeting. We will combine functions where it makes sense and keep them separate where the functions need to be separate. He wants to continue the ongoing initiatives within the AOG and AFA Foundation and will be looking for the barriers that are hampering efforts. He plans to meet with the new Air Force Chief of Staff, engage early with the new Superintendent, and focus on reducing duplication between what USAFA/CM does and what we can and should be doing. He talked about the importance of traveling around the country and figuring out how to build pride in our institution. He

ended by providing an update on the status of the North Gate building initiatives and noted the generosity of Dan Schnepf '83, who won the bid for the new Visitor's Center.

### **XIII. Chair's Comments**

Chair McClain thanked CEO/President Gould for his efforts thus far. She reiterated her support for the focus on igniting pride and thanked President/COO Marcolongo and the AOG staff for their ideas. The next Board meeting will be via Zoom on 18 May at 1800 MDT. We will meet in person at our July meeting.

### **XVI. Adjournment**

Chair McClain adjourned the meeting at 3:05 p.m. MDT.

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

Respectfully submitted,  
Virginia Caine Tonneson, Secretary

Atch:

1. [7 February 2020 Approved Meeting Minutes](#)
2. [22 March 2020 Approved Special Meeting Minutes](#)
3. [2 April 2020 Approved Special Meeting Meetings](#)
4. [15 April 2020 Approved Special Meeting Minutes](#)
5. [Committees of the Board](#)
6. [Review of AOG Performance](#)
7. [Quarterly Financial Update](#)
8. [FY 2021 Operating Budget](#)
9. [2021 Board Election](#)