



BOARD OF DIRECTORS SPECIAL MEETING

26 August 2019 Meeting Minutes

APPROVED

Board Members Present via Telecon: Cathy McClain '82, Chair; Bob Lowe '71, Vice Chair; Ginny Caine Tonneson '80, Secretary; 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; Doug Brower '72, President, Class Advisory Senate.

Board Members Absent: Glenn Strebe '87, Treasurer; Emma Przybyslawski '10.

I. Call to Order/Chairman's Welcome

Chair McClain called the meeting to order at 6:10 p.m. MDT, Monday, 26 August 2019.

II. Agenda

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

III. Governance Policy 1.0 Discussion

Directors Gunn, Przybyslawski, and Hendel were tasked with looking through the notes from the Board's 2 August strategic planning session and modifying Governance Policy 1.0 accordingly. Director Gunn noted that the group replaced the Mission and Vision statements with a Purpose statement and took a fresh look at the Ends statements. The Directors had been provided with the draft Policy 1.0 ahead of time. The group had a thorough discussion about the Purpose statement centered on ensuring it encompassed the important elements of service and engagement without being too lengthy. The group eventually agreed on the following purpose statement: *The Association of Graduates (AOG) is an engaged, unifying force of United States Air Force Academy (USAFA) graduates chosen to serve our nation.*

Director Gunn then presented the Ends statements that the working group had modified. A short discussion ensued around the specific Ends statement dealing with "service of graduates to the nation" and whether this would make some graduates feel excluded. The statement was broadened to include service to communities as well.

MOTION: The Governance Policy 1.0 Working Group moved and Director Lowe seconded that the modified Purpose and Ends be adopted as is (Atch 1). The motion was unanimously approved.

IV. CEO Incentive Compensation

MOTION: Director Tonneson moved and Director Volcheff seconded that we go into executive session to discuss the AOG CEO Incentive Compensation Agreement. The motion was unanimously approved.

V. Executive Session

The Board went into executive session IAW Bylaws Article V Section at 6:52 p.m. MDT to discuss the draft AOG CEO Incentive Compensation Agreement.

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

VI. Open Session

The Board went into open session at 7:04 p.m. MDT.

MOTION: The AOG CEO Contracts, Evaluation and Compensation Committee moved that the version of the Incentive Compensation Agreement that was forwarded to the Directors on 25 August 2019 be approved as CEO Marcolongo's compensation agreement (Atch 2). The motion was unanimously approved.

VII. Chair's Comments

Chair McClain thanked the two groups for their hard work in putting the material together for this meeting.

VIII. Adjournment

Chair McClain adjourned the meeting at 7:06 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. Governance Policy 1.0
2. AOG CEO Incentive Compensation Agreement (2019-2020)