



## **Board of Directors Special Meeting**

**Thursday, August 9, 2007**

**5:30 P.M. MDT**

**Directors Present:** Jim Wheeler '64, Chair; Steve Dotson '63; Fred Gregory '64; Steve Finch '65; Bill Boisture '67; Marty France '81; James Sanchez '90; George Van Wagenen '67;

**Corporate Officer:** Michael Banks '92, Secretary

**Directors Absent:** Ed Eberhart '68; Mike Flynn '95; Pat Rosenow '76

**AOG Staff Present:** Jim Shaw '67, President CEO; Gary Howe '69, Vice President Alumni Relations/Chief of Staff; Teri DeBellis, Pearl Gary, Jack Mueller,

**Others Present:** Dick Sexton '60, President Class Advisory Senate, Wayne Kellenbence, '78

### **I. Call to Order**

The Chairman, called the Special Board Meeting to order at 5:30 P.M. MDT.

### **II. NOMINATION OF BOARD OFFICERS**

In accordance with the By-Laws the Chairman nominated Pat Rosenow for Vice Chair; Bill Boisture for Treasurer, and Michael Banks for Secretary.

**MOTION:** Marty France moved to approve the Officers as nominated. Fred Gregory seconded the motion. The motion passed unanimously.

### **III. REVIEW/DISPOSITION OF MINUTES: June 12, 2007**

The Board Secretary noted that the Minutes of June 12 had been corrected to conform to Robert's Rules of Order, 10th edition. Steve Finch, outgoing Chair of the Governance Committee, added that the Governance Committee had reviewed the corrected Minutes and recommended approval. Marty France asked to see the original Minutes with changes tracked for clarification. Minutes showing changes were provided.

**MOTION:** **After discussion and some editorial changes approved unanimously by vote,** the Chair asked for a motion to approve the corrected Minutes as amended. A motion was made and seconded to approve the corrected minutes as amended. The motion failed on a vote of two in favor (France and Gregory), one opposed (Boisture), and four abstentions (Sanchez, Dotson, Finch and Van Wagenen).

Since the Minutes were not approved, Steve Finch recommended that, in the interest of accurately documenting that record, the Board should “Recognize” the Minutes of June 12, 2007 as validation that the meeting occurred.

Bill Boisture asked whether the Board was being asked to recognize the original Minutes or the corrected version. Marty France asked for the guidelines from Robert’s Rules for this situation and the Chair replied that RRO did not cover this situation.

**MOTION:** After additional discussion, a motion was made to “Recognize” the corrected version of the Minutes for June 12, 2007. The motion passed with five in favor, and three opposed (France, Boisture and Gregory).

#### **IV. COMMITTEE STRUCTURE AND ASSIGNMENTS**

Gary Howe presented drafts of “AOG Board and Committee Structure, Parts I, II, and III” for revision. Steve Finch stated that he was unsure that the Committee Structure documents had ever been approved by the Board. He suggested that the documents should be reviewed by the Governance Committee before approval by the Board. Gary noted that the documents had in fact been reviewed and approved by the Board on several previous occasions.

**MOTION:** It was moved that the documents be sent to the Governance Committee for evaluation. The motion passed unanimously.

In accordance with the Bylaws, the Chairman presented his recommendations for AOG Board Committee Chairs and Committee assignments. After considerable discussion about Committee structure and requirements, Marty France recommended that the Board confirm the Chair assignments and defer approval of committee membership until the Chairs formulate their recommendations.

**MOTION:** It was moved to approve the Committee Chairs and defer approval of Committee assignments. The motion passed unanimously.

**MOTION:** It was moved to have Committee membership added to the Board Agenda for August 11, 2007. The motion passed unanimously.

The meeting adjourned at 7:08 P.M.

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Approved  
Michael Banks  
Secretary