

**PROVISIONAL MINUTES
ASSOCIATION OF GRADUATES
BOARD OF DIRECTORS SPECIAL SESSION
Wednesday, December 5, 2007
1700hrs MST**

Board Members Present: Jim Wheeler '64, Chair; Pat Rosenow '76, Vice Chair; Bill Boisture '67, Treasurer; Steve Finch '65; Fred Gregory '64; Steve Dotson '63; James Sanchez '90, George Van Wagenen, '67

Board Officer Present: Michael Banks '92, Secretary

Board Member Absent: Mike Flynn '95

AOG Staff Present: Jim Shaw '67, President/CEO; Gary Howe '69, VP Alumni Relations; Leslie Frank, Vice-President Finance/CFO

Note: The Board by unanimous consent authorized Director Flynn to vote via e-mail. Director Gregory was only able to attend part of the meeting and also was authorized to vote via e-mail.

I. CALL TO ORDER

The meeting was called to order at 1707 hrs (MST).

II. CHAIRMAN'S WELCOME

III. APPROVE AGENDA

The Chairman presented the agenda to the Board. Director Dotson moved to approve the agenda and the motion was seconded by Director Finch. The agenda was approved unanimously.

IV. MOVE TO A CLOSED SESSION

The Chairman asked the Board to move to closed session in accordance with By-Laws Article XII Section 2 Paragraph A and B. Director Dotson motioned to move to closed session and was seconded by Director Finch. The motioned passed.

V. CLOSED SESSION

A. Director Appointments

The Chairman in accordance with the By-Laws Section XIV, Section 6 presented Terry Storm '61 and Kevin Carmichael '77 to replace two recently resigned seats on the Board. The Chairman provided a brief bio on each appointee.

MOTION: Director Dotson offered the following motion and it was seconded by Director Finch. The motion passed.

The Chairman nominates Kevin Carmichael to assume Marty France's vacated elected seat. His term in office will expire on June 30, 2009.

MOTION: Director Dotson moved and Director Finch seconded the following motion. The motion passed

The Chairman nominates Terry Storm to assume Ed Eberhart's vacated appointed seat. His term in office will expire on June 30, 2009.

B. Strategic Planning Session

Director Finch discussed a plan to have a strategic planning session prior to the next Board meeting. The board thought his plan was a good idea and recommended that he explore having the Board arrive two days prior to the regular scheduled February meeting.

C. Creation of a Development Committee

Director Dotson discussed the need to have an ad-hoc Committee created to oversee AOG Development activities. He offered the following motion and it was seconded by Director Van Wagenen. The motion passed.

MOTION:

Whereas:

1. A key mission of the AOG is working in partnership with the Academy to produce and foster graduates with an enduring commitment to integrity, excellence, and service to country;
2. To help accomplish the mission of the AOG, a core purpose of the AOG is to work in support of the Air Force, the Academy and the graduates to raise private funds to support and develop Academy, cadet and graduate programs that would otherwise not be funded;

It is resolved that:

1. A committee to oversee and promote development of donations of private funds is hereby established within the AOG to work in

partnership with the Academy to produce and foster graduates with an enduring commitment to integrity, excellence, and service to country.

2. The Governance Committee shall examine the advantages, disadvantages and implications of amending the AOG's bylaws to allow such development committee to become a nonprofit organization embedded within the AOG, fully subordinate to the AOG's Board of Directors and funded by the AOG.

D. Creation of a Fund Raising Advisory Council

Director Boisture discussed the need for the AOG Board to review all of its fund raising activities. He motioned and Vice-Chair Rosenow seconded the action. The motion passed.

MOTION:

It is resolved that:

A Fund Raising Advisory Council (FRAC) will be appointed by the Chairman NLT mid Jan 2008 special board meeting and its membership approved by a majority of the Board.

The purposes of the FRAC will be:

1. To advise the Board of Directors of the realistic alternatives available to coordinate fundraising activities of the AOG in support of the AOG and USAFA consistent with the Mission of the AOG.
2. To provide a report to the Board detailing and explaining the alternatives which will permit the Board to take actions it deems necessary to advance the fundraising activities of the AOG.

E. Motion to create a Joint Working Group

Director Boisture discussed the need to establish a Joint Working Group to implement the resolution on Private Fund Raising passed by the Board in October. He offered the following motion and it was seconded by Vice-Chair Rosenow. It passed.

MOTION:

It is resolved that:

1. The Chairman will contact the leadership of the USAFA Foundation (UF) and propose a JWG for the purposes of communication, coordination and possible cooperation on matters pertaining to private fund raising within the graduate community.

2. The JWG will be established and will include at least one Director of the AOG Board and may include members of the Class Senate and Members at large representing the AOG. The UF will determine the composition of its representation on the JWG.
3. The Chairman will appoint the JWG subject to approval by a majority of the Board.
4. The JWG will make frequent reports to the AOG Board on all aspects of paragraph 1.
5. The JWG has no authority to in any way alter the fiduciary control of the AOG Board over previously donated/invested funds or to negotiate on its behalf.

F. CEO Replacement Strategy

Director Boisture stated the need for an interim CEO. Director Finch presented information on the current CEO search process and agreed that there was the need for an interim CEO while the search continues. Director Boisture offered the following motion and it was seconded by Vice-Chair Rosenow. The motion passed.

MOTION:

It is resolved that:

1. The Board will search for and recruit an interim CEO for a one-year term, with potential extension if needed.
2. The CEO Search Committee will interview candidates and in conjunction with the Chairman and Vice Chairman will recommend a candidate for the approval of the board by a majority vote.
3. The successful candidates will be an Academy graduate and will have been an AOG member in good standing for at least the past 24 months prior to his or her appointment.

VI. Items for the Minutes

Vice-Chair motioned to include the above listed items in the minutes. Director Finch seconded the motion and it passed.

VII. Adjournment

The meeting adjourned at 2040hrs (MST)