

PROVISIONAL MINUTES
ASSOCIATION OF GRADUATES
BOARD OF DIRECTORS SPECIAL SESSION
Monday, January 14, 2008

Board Members Present: Jim Wheeler '64, Chair; Pat Rosenow '76, Vice Chair; Bill Boisture '67, Treasurer; Fred Gregory '64, Steve Dotson '63, James Sanchez '90, George Van Wagenen '67, Mike Flynn '95; Terry Storm '61, Kevin Carmichael '77

Corporate Officer Present: Michael Banks '92, Secretary

Board Member Absent: Steve Finch '65

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

Member Present: Dick Sexton, '60; President of the Class Advisory Senate

A. CALL TO ORDER

The meeting was called to order at 1704 hrs (MST).

B. CHAIRMAN'S WELCOME

C. AGENDA REVIEW AND APPROVAL

The Chairman presented the Preliminary Agenda to the Board. Director Gregory moved to approve and the motion was seconded by Director Dotson. The Agenda was approved unanimously.

D. MOVE TO A CLOSED SESSION

After detailed discussions it was the consensus of the Directors that topics covered in the Closed Session should be held to a minimum whenever possible. Director Flynn moved to move to closed session in accordance with AOG By-Laws Article XII Section 2 Paragraph A and B. Seconded by Director Dotson and the motion passed.

E. CLOSED SESSION

1. Interim CEO (VPs Howe and Frank left the call)

The Chairman in accordance with the By-laws recommended Gary S. Howe, '69 to become the AOG CEO effective January 16, 2008.

Director Storm offered the following motion and it was seconded by Vice-Chair Rosenow. The motion passed.

MOTION: Gary S. Howe is appointed as the Chief Executive Officer of the Association of Graduates effective January 16, 2008.

2. Adoption of Resolution Required by the By-Laws

Director Storm offered a motion to pass seven resolutions to empower the new CEO with authority in accordance with the By-laws. Director Gregory seconded the motion and it passed.

(Resolutions Attached)

3. Appointment of Ad-Hoc Interim CEO Compensation Committee

The Chairman asked for the creation of an ad-hoc committee to finalize the compensation package for Gary Howe while he serves as CEO. Director Storm motioned to create the ad hoc committee; Director Dotson seconded the motion and it passed

MOTION: The Chair of the Human Resources Committee is appointed to chair an Ad-Hoc committee that will also include the Treasurer and the Vice Chair.

4. Ratification of nominees to become Appointed Directors

Director Gregory discussed the process that the Nominating Committee had used to evaluate the graduates that had volunteered for the two open Appointed Director positions. The Board noted the high quality of the candidate pool and expressed their appreciation and thanks for the hard work of the entire Nominating Committee.

Director Gregory offered the following motion and Vice-Chair Rosenow seconded. The motion passed.

MOTION: J. W. Stealey, '70 and Allison Hickey, '80 are ratified to serve as Appointed Directors in accordance with the AOG Bylaws.

5. Appointment of Development Committee Chairman

Vice-Chair Rosenow motioned and Director Flynn seconded. The motion passed.

MOTION: Director Carmichael is appointed as the Chairman of the Development Committee.

6. Appointment of Finance and Investments Committee Member

Vice-Chair Rosenow offered the following motion and it was seconded by Director Boisture. The motion passed.

MOTION: Director Storm is appointed member of the Finance and Investments Committee.

7. Appointment of Fund Raising Advisory Committee Members

Director Dotson motioned and Director Flynn seconded the following motion. The motion passed.

MOTION: The motion approved at the October Board Meeting regarding the creation of a Fund Raising Advisory Committee is amended to change the date for appointing members from mid-January to the February 2008 Board Meeting.

8. Appointment of Joint Working Group Representatives

Vice-Chair Rosenow motioned and Director Storm seconded. The motion passed.

MOTION: Directors Carmichael and Gregory are appointed to the Joint Working Group.

9. CEO Search

a) Director Storm offered a draft of the CEO Job Description. He offered a motion to approve the job description and Director Gregory seconded. The motion passed.

(Job Description Attached)

b) Director Boisture motioned and Director Flynn seconded the following motion. The motion passed.

MOTION: The CEO Search Committee previously created is dissolved. All CEO search activities will be consolidated and are reassigned to the Chair of the Human Resources Committee for coordination.

F. Items to Report Out

The chair discussed the items to be reported out in the minutes.

G. Adjournment

Vice-Chair Rosenow motioned and Director Van Wagenen seconded that the meeting be adjourned at 19:23 hours MST. The motion passed.

Attachments:

- 1) [Offer of Gifts Resolution](#)
- 2) [Sandalwood Resolution](#)
- 3) [Base Access Resolution](#)
- 4) [Marathon Resolution](#)
- 5) [Caxton Resolution](#)
- 6) [Hudson Resolution](#)
- 7) [Azure Resolution](#)
- 8) [AOG CEO Job Description](#)