

**BOARD OF DIRECTORS TELECONFERENCE**  
**June 25, 2009**  
**MINUTES**

**Board Members Present:** Jim Wheeler '64, Chair; Pat Rosenow '76, Vice Chair; Bill Stealey '70, Treasurer; Kevin Carmichael '77; Steve Dotson '63; Steve Finch '65; Mike Flynn '95; Bob Munson '73, Terry Storm '61; George Van Wagenen '67; Allison Hickey '80

**Board Members Absent:** Mike Banks '92, Secretary

**AOG Staff Present:** William "T" Thompson '73, President & CEO

**Members and Invited Guests Present:** Incoming Directors Vic Andrews '66 and Roger Carleton '67

**I. Call to Order/Welcome and Remarks by Chairman**

The AOG Board of Directors convened a conference call on June 25, 2009 at 1530 MDT. The Chairman welcomed the attendees, noted that this was to be the last meeting of this Board prior to the next Board taking office. He thanked all the Board members for their ongoing efforts to support the AOG and the Academy.

**II. Agenda**

The Chair presented the Agenda for the approval of the Board.

MOTION: Bob Munson moved that the proposed change to Executive Limitation 2.9 be removed from the agenda; Terry Storm seconded the motion.

The ensuing debate centered around two arguments: whether the amendment had been given adequate notice and consideration prior to being put onto a meeting agenda, and whether there was an immediate need to consider it at this time. Steve Dotson made the point that it was important to consider this motion in conjunction with the review of CEO performance as the two were linked.

The motion was defeated 7-4 (Munson, Hickey, Storm, and Stealey voted for the motion).

MOTION: Terry Storm moved that the agenda be reordered so that the motion to consider changing Policy 2.9 be considered as the next to last business item, followed then by the Board evaluation of the AOG CEO.

The motion was passed 9-0 (Dotson abstained).

**III. Review and Accept Minutes, 8-9 May 2009 Meeting**

MOTION: Terry Storm moved, and Mike Flynn seconded, that the minutes as distributed be approved.

The motion passed unanimously.

#### **IV. BLCN Final Report**

Steve Finch noted that two reports were offered: one was included in the 8-9 May 2009 minutes and the second e-mailed to the Directors just prior to this meeting. Mike Flynn added that two reports needed to be produced; one external report to the membership to provide information on what was achieved, and a second internal report on lessons learned to be used by the Board and AOG for future fund raising efforts. The external report is close to being ready using information provided and would be factual with numbers reported. The inward document is not close to being ready.

MOTION: Terry Storm moved, and Steve Dotson seconded, that a Task Force be formed; with Pat Rosenow as Chair and Brian Binn, Mike Flynn, and Steve Finch as members; to draft a final report for Board action at the August meeting. The committee product is to be provided in advance to allow time for Director review.

The motion passed unanimously.

#### **V. Proposed Change to Executive Limitation 2.9**

Steve Dotson moved, and George VanWagenen seconded, that Executive Limitation 2.9 be amended as follows:

The CEO shall not permit the Board to be uninformed or unsupported in its work. Add: To that end, the CEO shall provide a comprehensive report to all Board members on issues facing the AOG and on important developments at least once monthly during months without a scheduled Board meeting, including in particular any issues and developments concerning fundraising, financial matters and other matters of significant concern to the AOG.

The following points are summarized: Steve Dotson felt the motion was necessary because the Board was not being kept adequately informed on some key topics. Terry Storm said it indicated a lack of trust. Bill Stealey felt it was stated in overly broad terms and subject to interpretation. Allison Hickey felt it did not have an objective. Bob Munson noted that it was not written in the right format for an executive limitation and was concerned that it would cost too many man-hours of staff time. T Thompson reviewed his concerns: he felt it was a trust issue, noting that he had followed Board Policy in providing extensive reports at each meeting while also providing interim reports on matters that the Board should be aware of. Further, he said that as worded he would be required to provide quite a bit of information on a monthly basis, much of which would not be needed for the Board to conduct its business.

MOTION: Allison Hickey moved, and Terry Storm seconded, that the proposed change to Executive Limitation 2.9 be moved to the Governance Committee for review prior to being considered by the Board.

The motion passed 8-3 (Dotson, Flynn, and Finch voted against).

#### **VI. CEO Evaluation – Discussion and Approval**

MOTION: Steve Dotson moved, and George VanWagenen seconded, that the Board go into closed session for this part of the meeting.

The motion passed 9-1 (Storm voted against).

The Board approved a final Evaluation Report on the CEO.

The Board approved an Incentive Bonus.

**VII. Closing Remarks/Adjournment**

Jim Wheeler on behalf of the AOG membership once again thanked all of the Directors for their work over the past two years; he paid particular thanks to the outgoing Directors and encouraged them to remain involved with the AOG.

The meeting was adjourned at 1815hrs MST.

Respectfully submitted,

//SIGNED//

Robert A. Munson, acting secretary