



BOARD OF DIRECTORS SPECIAL MEETING

4 January 2019 Meeting Minutes

APPROVED

Board Members Present via Telecom: Cathy McClain '82, Chair; Wally Moorhead '69, Vice Chair; Jack Fry '67, Treasurer; Ginny Caine Tonneson '80, Secretary; Hans Mueh '66; Larry New '76; Frank Gorenc '79; Will Gunn '80; John Vargas '96; Kathleen Rock '98; Mark Rosenow '03; Garry Dudley '68, President, Class Advisory Senate.

Board Members Absent: Steve Mueller '79; Glenn Strebe '87; Emma Przybyslawski '10.

AOG Staff Present: Steve Simon '77, Executive Vice President; Jeffrey Holmquist, Director of Communications; Daniel Kuhn, IT Support Specialist.

Guests Present via Telecon: Doug Brower '72, Class Advisory Senate Vice-President and President-elect.

I. Call to Order

Chair McClain called the special meeting to order at 1830 hrs MST, Friday, 4 January 2019.

II. Agenda

MOTION: Director Mueh moved and Director Dudley seconded that the agenda be approved as is. The motion passed unanimously.

III. Quorum Discussion

MOTION: Director Mueh moved and Director Dudley seconded that we clarify for the membership that if a member votes for any item on the ballot, that member is counted as part of the quorum, whether they vote on the Bylaws change or not.

Discussion: Chair McClain had asked the AOG for statistics on previous elections including total valid ballots, total unexercised ballots, and total ballots cast. Unexercised ballots are ballots that were submitted that were either blank or had been partially filled out. In the past, any vote submitted has counted as part of the quorum. Director Fry was concerned that AOG members are being told by the anti-Single CEO group to abstain from voting, which is a disservice to the candidates for Board Directors. He suggested having a ballot for the Bylaws change with selections of "yes/no/abstain" with a statement that only those votes for the Bylaws change would be used to determine the quorum.

A discussion ensued with Director Mueh pointing out that if someone abstains, it is not a vote. Director Moorhead suggested that we need to provide a practical example of what it means to have a quorum. Chair McClain then pointed out that during the 2005, 2006,

2011, and 2017 elections, the ballot had both a Bylaws vote and a Directors' election vote on the same ballot. If someone submitted a ballot, it counted toward the quorum. EVP Simon corrected the fact that the 2006 vote did not have a Directors' election on it. Director New pointed out that regardless of how we count votes, we will be criticized and that we are following the precedence of previous elections and Robert Rules and that we are following accepted procedure. Several Directors expressed support for this reasoning, with Director Gunn pointing out that transparency is key. Director Rosenow mentioned that people abstain from voting for all sorts of reasons and that it is important that there not be any question of how the votes will be counted. Director Rock added that the legal advice from Peter Nagel was well-founded and that we are on solid ground with case law, but that most grads are less interested in this. Chair McClain added that if voters do not know enough about an issue, they can just leave a section blank, thus she recommended keeping the Bylaws vote as a simple "yes/no."

The motion passed by a vote of 10-1 (Director Fry against).

The group then turned to how to publicize what is meant by a quorum. After a short discussion, it was decided that it will be published in the Election Update and Frequently Asked Questions (FAQs). Director Gunn pointed out that also including it on the ballot would be overkill. Director Rosenow suggested framing the statement to point out that the Board wants to be perfectly clear and that we are being responsive to the members. Director Fry suggested that we also include the explanation on the election webpage which explains the election procedures. Director Rock will write an explanation for the "Election Rules/Policies/Procedures" page of the website with additional elaboration in an FAQ. She plans to have it completed within the next two days so that it can be coordinated among the Directors.

IV. Red Team Report Discussion

MOTION: Director Gunn moved and Director Fry seconded that we do not make the 2016 Red Team Report available.

Discussion: Director Mueh expressed his strong agreement that the Red Team Report was old news and would simply be confusing. Several other Directors agreed, with Director Fry pointing out that the report was simply an internal management tool which brought up observations for consideration by the Board. Chair McClain indicated that of the 110 emails we have received in response to the "Our Academy – our AOG" email, 10 have raised specific questions about the Red Team Report beyond forwarding the mass email. She also indicated that Directors Mueller and Przybyslawski were against releasing the report. Director Moorhead indicated that much of what the anti-Single CEO group is putting out there was not in the Red Team Report. Chair McClain confirmed that the Red Team Report had been discussed in Executive Session at the time it was written. Various Directors who were on the Board at the time characterized it as an executive management tool and a pre-decisional aid (not a final product) for the Operations Planning Team's and Board's consideration, which was never intended for external release.

Director Vargas stated that we needed to convey that we took the inputs from the report to make improvements where needed. Director Rock floated the idea of releasing portions of the Red Team Report, but Director Dudley noted that the Board would then be accused of cherry-picking. Chair McClain stated that a couple of FAQs related to what a Red Team is and the Red Team Report should suffice.

The motion passed unanimously.

Director Rosenow will write the FAQs with assistance from Directors Moorhead and Fry by 8 January for coordination among the Directors. Chair McClain asked EVP Simon and AOG Director Holmquist to review the Red Team Report to see if there are other FAQs that can be developed.

V. Adjournment

Chair McClain thanked the Board Directors for their efforts. The meeting adjourned at 7:28 hrs MST.

Respectfully submitted,
Virginia Caine Tonneson, Secretary