

THE WEST POINT ASSOCIATION OF GRADUATES
BOARD OF DIRECTORS

Final April 11, 2024

INSTRUCTIONS TO THE 2024 NOMINATING COMMITTEE

1. In accordance with the WPAOG *Bylaws* Article VIII, Section 8.4 (g) iv., the Board of Directors of the West Point Association of Graduates (WPAOG) instructs the 2024 Nominating Committee through, Lee Quintas '86, Committee Chair, and Brandi Peasley'94, Committee Vice Chair, as follows: The 2024 Nominating Committee shall nominate, and thereby recommend to the Regular Members, qualified USMA graduates for election to the positions listed below. The qualification standards are to be determined by the Nominating Committee using guidelines included in these instructions. Assuming sufficient qualified graduates apply, the Board instructs the Nominating Committee to nominate the following numbers of graduates from among those who apply in accordance with the WPAOG Nominating Policy by July 1, 2024:

- a. One nominee for Chair of the Board of Directors, to serve a three-year term.
 - b. One nominee for Vice Chair of the Board of Directors, to serve a three-year term.
 - c. Five nominees for five Director positions on the Board, each to serve a three-year term.
 - d. *If* a current Board Member with *two years* remaining on his or her term is elected to the Chair or Vice Chair position, one additional nominee for one Director position to serve the remainder of that Board Member's two-year term. Note: you will not fill a vacant seat if a current Board Member with one year remaining in his or her term is elected Chair or Vice Chair. No more than one additional Director may be nominated under this provision.
 - e. Six nominees for six Advisory-at-Large positions on the Advisory Council, each to serve a three-year term.
2. The Board further instructs the Nominating Committee to review the following sections of the Bylaws:
- a. Article VI—Board of Directors
 - b. Article VII—Advisory Council
 - c. Article VIII—Committees: Section 8.4 (g) The Nominating Committee
 - d. Article IX—Officers: Section 9.1 Qualification; Election; Section 9.2 Term
3. Roles and Duties of the Board Chair, Board Vice Chair, and Directors:
- a. The Board Chair and Board Vice Chair are voting Directors.

b. The Chair is the principal officer of the Association of Graduates. It is a demanding and multi-faceted position. The Committee should view previous service on the WPAOG Board as highly desirable experience. In addition to presiding at Board meetings and at Advisory Council meetings, the Chair co-authors Board and Advisory Council agendas in collaboration with the President & CEO, appoints committees subject to approval by the Board; when needed, appoints committees to search for candidates for CEO; manages the overall development of the Board as a high performance organization; frequently attends meetings at West Point with Academy leadership on behalf of WPAOG, and supports the CEO, ensuring that responsibilities of the CEO and the Chair are clearly delineated.

c. The Vice Chair is the “principal deputy to the Chair . . . and, as such, shall assist the Chair in the discharge of his or her duties, act in the Chair’s name where so directed, and perform such other duties as the Chair shall direct.” (*Bylaws, Section 9.5*)

d. The Board of Directors “shall have the sole responsibility for managing the affairs of the Association, except for responsibilities the Board may delegate as permitted by law and these Bylaws.” (*Bylaws, Section 6.1(a)*). A Director shall “represent the Membership in its entirety after considering the full range of perspectives within the membership of the Association. While acknowledging the value of multiple points of view in all Board matters, Directors shall not act as representatives of a particular constituency or faction.” (*Id., Section 6.1(b)*). Further, “Directors shall exercise fiduciary responsibility, acting always in good faith and in the best interest of the Association.” (*Id., Section 6.1(e)*).

4. The Nominating Committee should nominate the most overall qualified candidates for Directors consistent with the Academy’s motto of “Duty, Honor, Country,” considering their character, leadership, service, and other skills. For nominees who currently serve as Directors, the Committee should evaluate their contributions to Board and WPAOG during their tenure; however, re-nomination is by no means automatic as the Committee should nominate the best overall candidates. In selecting the most overall qualified Directors, the Nominating Committee should include in its consideration the following perspectives, characteristics, skills, and attributes, which are important to the Board’s continuing high performance. Composition Considerations include:

a. *Demographic Representation.* The Board’s composition, as well as that of the Advisory Council, will be enhanced by well-qualified nominees who reflect the diversity of the Long Gray Line with respect to age, gender, race, ethnicity, and geographical location.

b. *Career Representation.* Having Board members with a variety of career backgrounds enhances diversity of thought and experience which the Board needs to provide the highest quality oversight and guidance regarding WPAOG’s challenges and opportunities as it executes the strategic plan and grows its capabilities to serve West Point and the Long Gray Line. Career diversity also supports WPAOG’s continuing credibility with West Point’s graduates, with USMA Class and West Point Society leaders, and with the U.S. Military Academy’s leadership. Further, the Board benefits from having members with successful and recent high-level military service, particularly general officers, with an understanding of current Department of the Army processes. Other senior-level, successful experience is also beneficial to the Board: corporate management,

service on public company boards of directors; public or government service, not-for-profit organization management, and experience in professional services organizations or other complex organizations. Additional desirable experience includes significant expertise in human resources, information technology, construction management, communications/public relations, and marketing.

c. *Particular Competencies and Expertise for This Nomination Cycle:* As a high-functioning Board, the Board is in need of particular expertise and continually evaluates those needs. Often these needs arise because a current Director with those qualifications is either term-limited off the Board or is up for nomination for another term. This nomination cycle, the Board is in particular need of the following:

(1) Public Company CEO or Public Company Board Experience. In 2023 the Board lost a long-standing member with significant, high-level public company management and board experience. It would be helpful to replace this experience if possible.

(2) Accountant/Audit Management Experience. The current board member who chairs the Audit Committee is up for reelection. The Board needs one or more members with recent experience as a Chief Financial Officer or as a Chief Accounting Officer of a medium-to-large cap corporation or of a large not-for-profit, or recent experience as an Audit Partner of a nationally recognized independent public accounting firm. Such a member typically chairs the Audit Committee; interacts with WPAOG's auditors, oversees WPAOG's tax filings; evaluates WPAOG's insurance; and provides important input at board meetings.

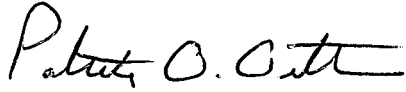
(3) Lawyer/Governance Experience. The Board currently has two attorneys, but one rotates off the Board at the end of this year. The Board needs one or more members with recent experience as a Law Firm Partner, senior-level in-house Corporate Lawyer or Corporate Litigator; or former Corporate Secretary of a medium-to-large corporation or significant not-for-profit. Having legal input is important for Board decisions, and a lawyer routinely chairs the Governance & Board Affairs Committee and serves on the Audit Committee. It would be helpful to have a second lawyer on the Board if a qualified candidate is available.

(4) Construction Expertise: The current board member with significant experience overseeing construction projects is up for reelection this year. Given the importance and complexity of the \$100+ Million Michie Stadium Preservation Project, the Board needs an architect, construction engineer, construction project manager or similar professional who has substantial experience in largescale construction projects.

d. *Volunteer Leadership.* The Nominating Committee should consider all well-qualified applicants who have given their time, talent and treasure to and constructively lead as volunteers with WPAOG as Directors or Advisors-at-Large, within their West Point Classes, within their West Point Societies, and within other West Point alumni activities, as well as applicants who have demonstrated extraordinary commitment to USMA in areas such as admissions, intercollegiate athletics, diversity initiatives, or other USMA or WPAOG priorities.

5. Nomination of Advisors-at-Large. The aforementioned perspectives, characteristics, skills, and attributes are relevant to the nomination of applicants for Advisor-at-Large, as well as to the

nomination of applicants for Director. Additionally, in nominating candidates for Advisor-at-Large, the Committee is instructed that an applicant's potential for future service on the Board of Directors, given additional career development and participation as an Advisor-at-Large, should be an important consideration in the Committee's assessment of the applicant, especially for those candidates with superior expertise in audit management, governance and board operations, finance and business operations, investment management, and information technology.



Patrick O Ortland '82
Secretary
Board of Directors

Enclosures:

- 1 Biographies of Board members (see www.westpointaog.org/governance)
- 2 *Bylaws*, sections referenced above (see www.westpointaog.org/governance)