

THE WEST POINT ASSOCIATION OF GRADUATES
BOARD OF DIRECTORS

April 1, 2026

INSTRUCTIONS TO THE 2026 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 2026 Nominating Committee through, Mark House'80, Committee Chair, and KC Brown '69, Committee Vice Chair as follows: The 2026 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, 2026:

a. Five nominees for five Director positions on the Board, each to serve a three-year term.

b. Six nominees for six Advisors-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 Directors: 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 broad range of backgrounds, experiences, and competencies that West Point graduates from all class year groups bring to the Long Gray Line.

b. *Career Representation.* Having Board members with a variety of career backgrounds enhances the diverse range 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. Choosing varied career backgrounds 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 highly functioning Board, the Board needs 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 needs the following:

(1) Certified Public Accountant or Chief Financial Officer with Prior Board Experience. The Board is losing a long-standing member with significant, high-level accounting and board experience. It would be helpful to replace this experience if possible. This board member traditionally chairs the Audit Committee. An ideal candidate would have experience in or knowledge of risk assessment, performance incentive and retention programs, financial planning, governance processes, and hold a current CPA certification. 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 would be helpful to interact with WPAOG's auditors, overseeing WPAOG's insurance, and providing important input at board meetings.

(2) Investment Expertise. The Investment Committee plays a vital role at AOG, overseeing the performance of nearly \$700M in funds, including over \$570 million in endowments. The current Committee Chair's second term ends this year. The Board has a critical need for someone with significant experience overseeing investments (which could include managing endowments, foundations, or pension funds); managing investment professionals such as consultants and fund managers; managing non-publicly traded assets; implementing and complying with investment policy statements; and/or serving on other investment committees with similar or larger portfolios.

(3) Attorney/Governance Experience. The Board currently has only one attorney. The Board needs one or more members with recent experience as a Law Firm Partner, senior-level in-house Corporate Counsel 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.

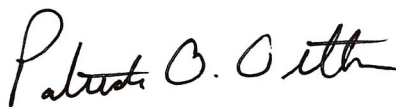
(4) Reserve Component Experience. In recent years WPAOG is taking greater interest in supporting graduates who have transitioned to the Reserve Components of the U.S. Army (Army Reserve and Army National Guard). It would be advantageous to have candidates with reserve service experience or knowledge to continue to focus on this growing constituency to provide the right products and services.

(5) Information Technology/Chief Information Officer. WPAOG has made great strides in modernizing its IT and information management systems. Because of cost and complexity, the board needs to have some expertise to provide adequate oversight in AOG staff decision making, governance, risk management, and budget. Selecting a director with background and experience with IT enterprise systems, including a leadership role in overseeing the development, maintenance, and security of an organization's IT systems, and being well-versed in data/privacy cybersecurity issues, would be particularly valuable this cycle.

(6) Public Company CEO, Non-Profit Company CEO, or Public Company Board Experience. The Board always has a need for directors with significant, high-level public company management and board experience. Likewise, experience leading a large non-profit organization is advantageous in understanding the unique needs of 501(c)(3) organizations like WPAOG, including development/fundraising, donor engagement, and unique financial management requirements.

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, recruitment, retention or outreach 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)