



V-Board of Directors

Association of Old Crows

1001 N. Fairfax St., Suite 300

Alexandria, VA 22314

MINUTES

17 February 2022



THOSE PRESENT

Executive Committee

- Glenn "Powder" Carlson, President
- Mark Schallheim, Secretary
- Dr. Sue Robertson

- Brian "Hinks" Hinkley, President-Elect
- Greg "Patch Patschke, Treasurer
- Shelley Frost, Executive Director

At Large Directors

2022

- Sharon Lyczak
- Dr. Haruko Kawahigashi

2023

- Greg "Patch Patschke
- Michael Ryan

2024

- Nino Amoroso
- Steve Oatman

Appointed Directors

2022

- Jesse "Judge" Bourque
- Tuhin Das

Regional Directors

2022

- Rick Lu, Pacific
- Dr. Sue Robertson, International I
- Mark Schallheim, Northwest

2023

- Karen Brigance, Southern

Regional Directors

2023 (continued)

- Myles Murphy, Northeast
- Jurgen Opfer, International II

2024

- Dennis Monahan, Mid Atlantic
- Wayne Shaw, Mountain Western
- Jim Utt, Central

Past President

- Stephen "Muddy" Watters

Board of Governors (non-Voting)

2024

- Gary Lyke
- Chuck Quintero

Staff and Others (non-Voting)

- Shelley Frost
- Glorianne O'Neilin
- Hollann Schwartz
- Amy Belicev
- Ken Miller
- Christine Armstrong

Legend: Present Not Present Present by Zoom/Telephone

CALL TO ORDER

President Watters welcomed the Board and brought up AOC key current events, the need for board members to get the word out to potential new candidates for this year's open board director positions, encouraged committee work, Chapter Presidents meeting next week, and thanked the AOC staff. He requested that Acting Secretary Bourque confirm that a **QUORUM** was in attendance. With meeting notice having been given and with a **QUORUM** present, the meeting **CONVENED** at 1600E, Thursday, 17 February 2022 by Teleconference (Adobe and telephone).



SECRETARY REPORT

Acting Secretary Bourque presented the draft 03 December 2021 BOD Meeting Minutes were reviewed. It was **MOVED** and **SECONDED** (Bourque/Shaw) to approve the 03 December 2021 BOD Meeting Minutes with a correction of 3 staff members changed from attendance via “Zoom” to “Present”. **MOTION PASSED.**

BOD TREASURE’S REPORT

Executive Director Frost presented for Patschke. She presented the overall AOC account balance as approximately \$4,780K as of 1 February 2022, with a decrease of approximately \$124.5K in Schwab accounts and a decrease of approximately \$73K in checking account balance since beginning of year. Lu presented the AOC 2021 Investment Portfolio in which we took on a 60/40 Asset Allocation for the long term with moderate growth and risk, and limited fixed income. Overall 2021 portfolio increase was \$378.5K (8.5% blended return). Executive Director Frost continued with presenting AOC Reserve Fund allocations as required by OpMan 22 which includes \$2,054K for Contingency Operating Reserve (1/2 of annual operating expenses) and \$146K for Capital Expenses Reserve to cover the next 10 years for a total of \$2.2M. This Reserve is \$84K higher than 2021. As of 1 February current obligations are \$369,926, which is \$24,824 less than end of 2021. She reviewed the 2021 Profit/Loss which showed that we ended up with over \$1M profit after we budgeted for a \$168K loss. Overall AOC “Extra Funds” availability was \$2.8M, and the plan for 2022 is to end the year with approximately \$1.65M, and to use some of those funds for AOC growth. This plan includes a 2022 P/L of -564.9K. Our Audit Firm is suggested to be changed every few years as a good practice, and Snyder Cohn was selected as a new Audit firm. It was **MOVED** and **SECONDED** (Bourque/Murphy) to approve the Treasurer’s Financial Report as presented. **MOTION PASSED.** The Finance committee reviewed and made changes to OpMan 22 with draft OpMan 22 sent to Board for review on 4 February. It was **MOVED** and **SECONDED** (Bourque/Das) to approve OpMan 22 as written. **MOTION PASSED**, unanimously.

MEMBERSHIP

Das provided an update of Membership Committee by first thanking Glorianne O’Neilin for her support to Membership. He listed the Chapter Officer meetings during the last 2 months. Chesapeake BayRoost is being revitalized. A Young Crow Pilot program is being initiated at Morehead State University. The CZECH Republic has held 2 meetings and is interested in starting a new Chapter. Das asked all Regional Directors to remind Chapters to send in their financial reports (due 1 March). Membership Committee approved \$1,260 for Diamond Head Chapter and \$2,000 for Palmetto Roost out of the approximately \$50K in the Chapter Sustainment Fund. All the Regional Directors provided a quick update. Regional Directors have been presented written reports.

NOMINATIONS AND ELECTION COMMITTEE REPORT

Glorianne O’Neilin presented the N&E Report for Amoroso. Nominations are open between 1 March and 20 April. The following BOD Director Positions are up for election: 2 At-Large, Pacific Region, Northwestern Region, and International Region I. Elections will start 1 September and end 30 September. Elections On-Line voting system will be used; and if we have over 5 candidates in any category, Rank Choice Voting will be used. Bourque requested a Sense of the Board if there was agreement of opening the election cycle on 1 March with the 5 Director positions listed above, to use the nomination form with criteria, and to use Ranked Choice Voting if more than 5 candidates are running. Board voted “yes”. The Committee met in February to discuss Action Item D-2020-10 for a strategic look on how AOC elects its board compared to other associations. More meetings to follow.



AWARDS COMMITTEE REPORT

Glorianne O'Neilin presented the Awards Report for Guy Albanese. Awards Committee members are half US and half International members. No change to Prestige awards, but the Community and Chapter Flow-up Awards are new this year. The Military Unit and Military Service Awards will continue with the normal process. Award nominations are open between 1 March and 30 April. Reviewr will not be used, instead a fillable PDF will be available via the AOC website. Awards committee members will have access to nominations for judging via a private site. The Awards committee will also be evaluating the new awards criteria, forms, submittal process, chapter engagement with Flow-up awards, and whether changes need to be made to OpMan 31.

TRAINING AND CERTIFICATION

Shaw recruited new committee members: Major Jaron Sandusky and Chris Glaze, along with existing members: Chuck Quintero and Raleigh Leavitt. He held 2 monthly committee meetings, and distributed AOC Certification info to the USAF's EMSO Course in February at NAS Pensacola. There was interest from EMSO Staff instructors. Shaw sent in a CSEW Level 1 application and is working to improve the AOC Reading List. The certification program website is working [note: application needs to be done as a single event (i.e. no way to save information as an interim step; you can only save after completing the application)]. There was discussion on certification concerning costs, corporate support, need for testimonials.

GOVERNANCE REPORT

Brigrance reviewed the schedule to review the 22 AOC OpMans, and their status for administrative review or rewrite.

AD-HOC COMMUNICATIONS – AOC PUBLICATIONS WAY-AHEAD

Hollann Schwartz presented the Communications Report for Ryan. The current task is to: (1) improve creation and distribution of original content instead of relying on external publications for news, (2) plan for adding regular original content via AOC staff or freelance writer to newsletters, *JED*, and other AOC/Naylor, or (3) improve content alignment between AOC deliverables, *JED*, *eCrow*, and *JED Online* to enhance user/member access to timely original news and analysis. JED presented to Schwartz a JED 2022 Content Strategy. She discussed a digital content strategy at a greater update rate, such as industry guides and technology surveys. JED is looking to expand the writer/contributor pool, with a launch of member contribution of thought leadership content. A future key task is to evaluate the transition *JED* Editorial Committee to an AOC Standing Committee.

2022 AOC CONFERENCES

Amy Belicev presented the AOC Conference Report for Ryan. The current environment continues to interrupt AOC's standard co-sponsored conference structure. Currently our government partners are unable to formally support conferences and host on military post. Despite this, AOC staff has creatively developed models that allow these 2022 conference to happen in person:

- Modern Threats: Surface to Air Missile Systems March 8-9 Dynetics Solutions Complex 112 attendees US Secret
- Cyber Electromagnetic Activity (CEMA) 2022 May 3-4, Belcamp, MD up to 300 attendees Unclassified Distro A



- Electronic Warfare Capability Gaps and Enabling Technologies Conference May 10-11, SAIC Facility 150 attendees US Secret
- Cyber/Electronic Warfare Convergence 2022 Conference, June 7 9, NIWC Atlantic 2 tracks of 50 ppl each, TS/SCI
- Collaborative EW Symposium returning March 14-16, 2023
- Fiesta Crow looking to launch in June, 2023

EXECUTIVE DIRECTOR REPORT

Executive Director Frost provided a snapshot of the 2022 Annual Operating Plan and the 2021 End of the Year Report. Podcast are continuing on a monthly basis with significant success: From the Crows' Nest – Ken Miller (Host) and The History of Crows – Narrators vary. Josie Iapalucci has been hired as a Marketing. Five vacant positions (with metrics and job descriptions) plans to be filled are currently listed in the organizational chart. Annual training has been completed, and some board members have not signed their ethics forms. Engagement is back on with travel to conferences and trade shows. She asked for Directors to provide info on the engagement calendar if you are planning to be at one of these events.

ACTION ITEM REVIEW

Secretary Schallheim reviewed old Action Items. **D-2020-14** (Develop Membership & Stakeholder Survey) and **D-2020-15** (Focus on South America) were **CLOSED** 3 December 2021. D-2020-10 (“Top-to-Bottom” N&E strategic review) stays open. D-2021-01 (Update our standardized AOC message to be used by Regional Directors when visiting Chapters) is still open. Membership/Comms were assigned as owners of D-2021-01, and no due date was assigned (suggest June 2022).


CLOSING COMMENTS

President Carlson thanked everyone for a productive meeting that completed fairly close to being on schedule. He recommended viewing the Mitchell Institute presentation that was on earlier today on EMS with participation by General David Deptula, General Ken Israel, Ken Dworkin, and Bill “Dollar Young. He asked Directors to get the word out on Scholarships, N&E, and Awards. He again thanked everyone for all they do for AOC.

It was **MOVED** and **SECONDED** (Bourque/Schallheim) to adjourn the meeting. **MOTION PASSED**. President Carlson **ADJOURNED** the proceedings at 1740E, 17 February 2022.

RESPECTFULLY SUBMITTED

Presented by the Secretary for **APPROVAL** by the Board of Directors on 02 May 2022.


Mark Schallheim, Secretary

17 February 2022

