



Board of Directors

Association of Old Crows

1001 N. Fairfax St., Suite 300

Alexandria, VA 22314

MINUTES

02 May 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

Legend: Present Not Present Present by Zoom/Telephone

Regional Directors

2023 (continued)

- Myles Murphy, Northeast
- Jurgen Opfer, International II

2024

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

Board of Governors (non-Voting)

2024

- Gary Lyke
- Chuck Quintero

Staff and Others (non-Voting)

- Shelley Frost
- Glorianne O'Neilin
- Tony Ramos
- Amy Belicev
- Ken Miller
- Christine Armstrong

CALL TO ORDER

President Carlson welcomed the Board and reviewed EMS related world events and the day’s agenda. He requested that Secretary Schallheim confirm that a **QUORUM** was in attendance. With meeting notice having been given and with a **QUORUM** present, the meeting **CONVENED** at 0830E, Monday, 02 May 2022 at the Water’s Edge Event Center, Belcamp MD (with some Directors attending via Zoom).



SECRETARY REPORT

Secretary Schallheim reviewed the draft 17 February 2022 BOD Meeting Minutes. It was **MOVED** and **SECONDED** (Schallheim/Patschke) to approve the 17 February 2022 BOD Meeting Minutes. **MOTION PASSED.**

FINANCE COMMITTEE REPORT

Patschke presented the overall AOC account balance as approximately \$5,179K as of 1 May 2022, with an increase of approximately \$407.5K in Schwab accounts and a decrease of approximately \$8.7K in checking account balance since 1 Feb. The AOC Reserve Fund allocations and AOC Current Obligations remain unchanged as presented at the last Board meeting at \$2.2M and \$369,926, respectively. The 2022 Profit/Loss Estimate budget was approved at -\$564,910 in the red. The projections are now showing a -\$745,010 due to an income loss of -\$292.1K but offset by a projected expense reduction of \$112K. Fund availability, as of 2 May, leaves an end of the year “Extra Funds” of \$1,863,750, after the projected changes to the budget. The 2021 Audit is ongoing with a scheduled completion estimated to be in May, and the Audit to be reported to the Board on 14 July. It was **MOVED** and **SECONDED** (Patschke/Schallheim) to approve the Treasurer’s Financial Report as presented. **MOTION PASSED.**

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EXECUTIVE SESSION

Patschke led a discussion on 2022 Salaries. Staff salary increases for 2022 are within budget. A motion was made and approved for the Executive Director’s 2022 salary increase.

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INTERNATIONAL ADVISORY COMMITTEE (IAC)

Opfer provided a quick update of Chapters in the IAC. The IAC Committee Chair was recently transferred from Dr. Robertson to Opfer. He provided information on some past and upcoming events. Dr. Robertson brought up the South Korean AOC Conference scheduled in July and the next week’s AOC Europe conference in Montpellier, France. Dr. Kawahigashi brought up the Japan AOC Conference. President Carlson will be recording an AOC welcome for Japan and Korea and will be traveling to Montpellier.

STRATEGIC PLANNING DISCUSSION

Hinkley presented the Strategic Planning committee’s 5-Year Strategy. The vision will soon be set in cement: “Be the premier global professional association advocating across industry, defense, government agencies, and academia for achieving and sustaining a decisive advantage in the electromagnetic operating environment (EMOE).” Our mission is Advocate, Connect and Educate. He reviewed the 5 Strategic goals (and the responsible lead for each) to be phased in within the next 5 years. In reviewing membership trends, our membership has been steady for the last 20 years, and our industry membership has been increasing rather consistently during that same period. In terms of Strategy implementation, staff changes have impacted progress, but has been recovering with new hires. Conference/events are still being impacted by COVID-uncertainty, but the number of events in just the last 2 months have stressed staffing availability. In the next half of the year, focus is on Communications and Advocacy to focus on improving content alignment between multi-media programs and reassessing / adapting sales operations to leverage diverse sponsorship and advertisement opportunities; growing membership; building technical SME capability via the CRADA EW study; and the additional goals in the 2022 Annual Operating Plan (AOP). Hinkley reviewed the status of the AOP Scorecard in the 5 strategic goals: Advocacy and Communication Enterprise; Diversify Streams of Revenue; Membership Expansion, International Expansion, and Professional Development and STEM. This 5-Year



Strategic Plan will be consistent, rather than having a new 5-year plan next year. This plan will be reviewed every 6 months and further development of the evaluation criteria to measure implementation progress. The strategic planning committee will be reconstituted in November 2022 in accordance with the Committee Charter. Discussion on: Mission identifier “Advocate/Connect/Educate” or “Advocate/Educate/Support”; lack of staffing for Strategy implementation; and funding issues.

CONVENTION COMMITTEE

Convention Chairman, Dr. Conley, presented the Planning Committee members to be from multiple services, government, and industry. He reviewed the theme: “The EMSO Playbook: Maneuvering to Win in a New Era” and the objective: “Global security is changing rapidly from Russia’s invasion into Ukraine to growing tensions in the Pacific. The EMSO fight will be complex in all future conflicts, yet it is one of the last ways we invest to improve our ability to maneuver in the next 5 years. The symposium will explore the playbook required for successful EMSO for US and coalition partners.” The potential keynotes that are being contacted are: (Tuesday) VCNO, ADM Burke; USD(A&S) Bill LaPlante; D. CAPE, Suzanne Blume; (Wednesday) DARPA Stephanie Tompkins, Director; (Thursday) ADM Bauer; Lt Gen Landrum; Sir Peach. Potential Spotlight Lead and Panelists for 3 sessions were also presented. The committee is planning for 8 Breakout sessions: Operations, Readiness, and Training; Joint & Coalition EMSO Integration; JADC2; Unmanned/Uncrewed Systems; 5G/NextG; Space EMSO: C-C5ISR; Standards & MOSA; and Supply Chain. Belicev presented the PM Briefing Series will become four 90-minute sessions consisting of O-6 Level Requirements, PM, or Operational panels focusing of Navy, Army, Air Force, and DoD-wide (AI, EMBM, DE). Directed Energy and Hypersonics should be addressed by being integrated with existing topics during the symposium. 2022 Booth sales are already almost meeting sales and should exceed budget, sponsorship is still behind budget. Discussion included: adding a dedicated “Ukraine Invasion” session; the importance of the Program Management Series for industry members; Directed Energy integration with EMSO.

BREAK

RVJ INFORMATIONAL BRIEF

President Carlson welcomed Steve Tourangeau and introduced him to the Board. Tourangeau from Reginald Victor Jones (RVJ) Institute was invited to share his company’s strategic plans and AOC to share theirs to see if there are partnership opportunities. His purpose at this meeting was to explain what they are doing with the institute and to work with the AOC to develop a formal (relationship) partnership to see where we can go. RVJ Institute was established 3 years ago to perform unbiased research to forward the art of EMSO as a not-for-profit, 501(c)3 public charity. The target of opportunity is supporting DOD, Allies, and Partners involving EMSO (inclusive of DOD and Commercial Spectrum usage). RVJ Institute would like to be the single point for all independent EMSO R&D and to place all data into a “knowledge hub” containing past, current, and future information. The RVJ Institute Technology/Operational SME resource pool is maintained in a database, with the intent to contact a matched employed expert to analyze, research, or resolve something. The arrangement will be volunteer or funded. The knowledge hub is also a key component to reducing redundancy and building on past work. There was quite a bit of discussion to help understand and to see where a relationship could be built.



GOVERNMENT & INDUSTRY OUTREACH COMMITTEE

Miller presented due to Lu not able to attend today's meeting. Miller provided information on current Podcasts. AOC Podcasts are getting about 5,000 downloads a month. Each podcast gets more than the previous one. New episodes of "From the Crows' Nest" are released 2x/month. The History of Crows is very successful and is going well, but it is a huge amount of work to create, and it takes a while to produce. Still unable to figure out how to get this out on a regular basis. The new episodes planned are: AN/ALQ-99, Korea/Early Vietnam, and Vietnam.

Once the Podcasts get over 10 thousand downloads a month, AOC will be able to open up to broader advertisement opportunities, to bring in additional revenue. The real benefit of Podcasts to AOC is the ability to reach the audience wherever they are. There is no need for podcast listeners to be AOC members, register, or to go out of their way to start getting involved with AOC, and possibly take that next step to be a member. It's an easy way to increase AOC awareness and outreach. Podcasts normally get an audience that is 99% in the US, AOC podcasts only get 73% in the US, which means that we are reaching a global audience.

AOC signed a contract with Forza DC to manage AOC Congressional outreach. Employees we are working with have experience in advocacy for EW. They will be helping to build a sustainable congressional affairs program, including relevant working groups and rebuilding our congressional education. In process of reconstituting Advocacy and Outreach Committee to provide oversight aligned with the Strategic Plan

LUNCH BREAK

AWARDS COMMITTEE

Albanese reviewed the Awards Committee members voting for the 2022 Awards. The Awards committee put forward 5 candidates for the Gold Medal to the Board for a vote and each nomination form was provided to Board members in the read-aheads. The nominees were as follows:

- **Ms. Cathy Baltar**
- **Mr. Eddie Bair**
- **Mr. Jon T. Graves**
- **Mr. Marcus Thompson**
- **Mr. William Young**

The Board voted via "secret" paper (or electronic) voting. **Mr. Jon T. Graves** won the majority vote and was announced to be the **2022 AOC Gold Medal Awardee**.

The Awards committee put forward 2 candidates for the Silver Medal to the Board for a vote and each nomination form was provided to Board members in the read-aheads. The nominees were as follows:

- **Craig Harm**
- **Geoff Leighton**

The Board voted via "secret" paper (or electronic) voting. After a vote, **Mr. Craig Harm** won the majority vote and was announced to be the **2022 AOC Hal Gershanoff Silver Medal Awardee**.



Albanese presented the Prestige Award winners (excluding Gold and Silver) approved by the Awards Committee. After request for questions, there were none from the Board. Albanese presented the Community Award winners approved by the Awards Committee. After request for questions, there were none from the Board. Albanese presented the Chapter Flow-Up Award winners approved by the Awards Committee. It was **MOVED** and **SECONDED** (Murphy/Ryan) to approve the 2022 Awards slate. **MOTION PASSED**, unanimously.

TRAINING AND EDUCATION COMMITTEE

Shaw introduced his committee members: Major Jaron Sandusky, Jurgen Opfer, Charlotte Rhee (new member) and Raleigh Leavitt. 14% of AOC revenue comes from AOC Educational Courses. Registration has greatly decreased, including Webinar Courses. The projected revenue is down by \$201K. He presented the results from an Education Survey. 90% of the responses were interested in professional development and 55% said that AOC met their professional development demands. 91% said that AOC provides educational opportunities of interest. 42% thought AOC course pricing was comparable to other organizations. The last course of 2022 “Cognitive Electronic Warfare: An Artificial Intelligence Approach” in September currently has 0 registered. At least 6 attendees are required to hold the course. The Training and Education Committee is looking for help in building up the training program with suggestions of topics or potential presenters/instructors. Shaw introduced Lt Col Jake “Snake” Whitlock, EW/EMSO School, EMSO School Director, 479th Operations Support Squadron, NAS Pensacola, FL to provide a presentation on the EW/EMSO School.

Quintero provided a Certification Sub-Committee Report. The AOP Goal was aiming for 100 people to sign up, but only 2 so far. The subcommittee is investigating why and what changes can be made to encourage sign-ups. Areas that may need change are certification cost (application and course costs); the application process is too difficult; what needs to change to encourage corporations and government activities to support and fund employee enrollment; and how to improve program notoriety. They are looking for inputs from Directors on what changes they recommend. For now, the subcommittee is focusing making the application process easier and working on getting government contacts to fulfill their needs.

Some of the items mentioned above were discussed. Also, discussion on certification for older folks via a different path. Right now, the focus is on young crows.

MEMBERSHIP COMMITTEE

Das was not available, and Glorianne O'Neilin provided the Membership update. The Membership Committee Charter has been changed to include committee members that are not just Regional Directors (including Chapter members). We are breaking up into subgroups. The CZECH Republic has provided the petition and by-laws. The committee is reviewing all the OpMans. AOC is currently growing at about 1%, the Strategic goal is much more aggressive and is closer to 4%. Committee is currently reviewing benefits and dues structures. Looking at launching a campaign where every member recruits 1 new member. Concentrating on reaching out to Guest non-members on becoming members. Reviewing our Affinity Member Programs for improvements. All the Regional Directors provided a quick update on their Region's Chapters. See the Regional Director's reports for Chapter Status.

BREAK



NOMINATIONS AND ELECTIONS COMMITTEE

Amoroso thanked the N&E committee and the staff for their support. The N&E Committee met in accordance with OpMan 32 to review the 2022 Nomination inputs for this year's election cycle. They reviewed all nomination forms and assured that all candidates were qualified to run. Three nominations did not meet the requirements due to Chapter Board Qualification. There was extensive discussion on "why do we have a rule (or rules) to disqualify potentially qualified candidates." All Directors are invited to make recommendations. **Action item D-2022-01 was created to present a plan for a new N&E process in time for the 2023 Election. Assigned to the N&E Committee to be completed by 24 October 2022.**

It was **MOVED** and **SECONDED** (Amoroso/Robertson) that the AOC Board of Directors approve the 2022 Election Slate. **MOTION PASSED** (with 2 ABSTAINED).

The following 2022 Nominees are the 2022 Election Slate of Candidates:

At Large (2 Slots)

Eric Colon (DC)
Tuhin Das (Canada)
Mark Dotson (Virginia)
Ken Dworkin (Virginia)
Haruko Kawahigashi (Japan)
Chuck Quintero (Maryland)
Mick Riley (Georgia)
Paul Vavra (South Dakota)

Pacific Region

Amanda Brockmeyer

International Region I

Erik Bamford (Norway)
Air Mshl Daljit Singh (India)

Northwestern Region

Mark Schallheim (Oregon)

It is noted that Schallheim and Kawahigashi abstained from voting since they are on the list of 2022 Nominees. Das was not present during the N&E report.

The election slate notice is being sent to Chapter and advertised in the ECROW. Write-ups are to be placed in JED, and candidate videos will be worked on. The election will run in the month of September, and AOC will be using rank Choice Voting for the first time on the At-Large candidates.

GOVERNANCE COMMITTEE

Brigance requested that the Board approve the History Committee be changed from an Ad Hoc Committee to a Standing committee. The charter was posted February 2022. Sam Roberts and Paul Westcott have been appointed Co-Chairs by the AOC President. It was **MOVED** and **SECONDED** (Brigance/Murphy) that the AOC Board of Directors approve the creation of the History Committee. **MOTION PASSED**

OpMan 13 Appendix B should be updated annually to reflect changes in Chair, additions of Ad-Hoc Committees, and charter updates. It was **MOVED** and **SECONDED** (Brigance/Oatman) to approve the update to OpMan Appendix B. **MOTION PASSED**

OpMan 14 was administratively changed. It was last updated on 25 July 2018.

Brigance wanted to make sure that AOC Board was familiar with the federal anti-trust laws. Federal anti-trust laws (or competition laws) are designed to promote fair and open competition for the benefit of consumers. The antitrust laws prohibit competitors from engaging in actions that could result in unreasonable restraint of trade. From AOC's Anti-Trust Compliance Policy:



- DO NOT agree with competitors to divide up customers, markets, or territories.
- DO NOT agree with competitors not to deal with certain suppliers or others.
- DO NOT try to prevent a supplier from selling to your competitor(s).
- DO NOT agree to any association membership restrictions, standard-setting, certification, accreditation, or self-regulation programs without the restrictions or programs having been approved by AOC's legal counsel.

EXECUTIVE DIRECTOR REPORT

Executive Director Frost provided a review of AOC Staffing plans. In Advocacy and Industry Outreach, she needs to replace the Research Assistant, add a Sales Support position to support Fitzgerald, 1099 CRADA Consultant, and the recently hired 1099 Congressional Affairs Consultant (Forza DC Strategies). We need to fill the Director of Training and Education. Blain Bekele will now be the Young Crows and Foundation Program Manager. Meeting and Events also need a meeting and Event Coordinator. She provided a planned schedule for the 2022 staffing plan. She also provided a few bios of the new hires and baby pictures of Hollann's new baby. Muddy Watters Celebration of Life Virtual Service and Reception will be Saturday, May 21, 2022, at 2:00 PM · EDT.

SECURITY CRADA REPORT

Schallheim filled in for Miller to present. The CRADA with NSWC Crane was signed in December 2021. It was followed up with a planning call on January 25, 2022. The CRADA was set up to investigate solutions to EMS issues, with the initial focus on high power transmitter maintenance and supply issues. AOC's immediate action is to hire a 1099 SME consultant by July 2022 to support the technical requirements. There is a plan to meet during the Crane Conference next week to kick off the EW study with initial plans. Planning meetings at NSWC Crane will be with key stakeholders. The first workshop is tentatively set for September 2022 in San Antonio at National Security Collaboration Center at UTSA.

ACTION ITEM REVIEW

Secretary Schallheim reviewed old Action Items. 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. New Action item D-2022-01 (present a plan for a new N&E process in time for the 2023 Election. Assigned to the N&E Committee to be completed by 24 October 2022.

CLOSING COMMENTS

President Carlson thanked everyone for a great meeting that completed fairly close to being on schedule (within 5 minutes).

It was **MOVED** and **SECONDED** (Shaw/Murphy) to adjourn the meeting. **MOTION PASSED**. President Carlson **ADJOURNED** the proceedings at 1525E, 02 May 2022.

RESPECTFULLY SUBMITTED

Presented by the Secretary for **APPROVAL** by the Board of Directors on 14 July 2022.



Mark Schallheim, Secretary

02 May 2022

