



V-Board of Directors

Association of Old Crows

1001 N. Fairfax St., Suite 300

Alexandria, VA 22314

MINUTES

14 July 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

Regional Directors (continued)

2023

- Karen Brigance, Southern
- Myles Murphy, Northeast
- Jurgen Opfer, International II

2024

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

Staff and Others (non-Voting)

- Shelley Frost
- Hollann Schwartz
- Amy Belicev
- Glorianne O'Neilin
- Christine Armstrong
- Tony Ramos
- Jeff Whipple, Synder-Cohn (Audit only)
- Ryan Sohn, Synder-Cohn (Audit only)
- Dr. Bill Conley (Convention only)

Legend: Present Not Present Present by Zoom/Telephone

CALL TO ORDER

President Carlson welcomed the Board. 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 1600E, Thursday, 14 July 2022 by Teleconference (Zoom and telephone).

SECRETARY REPORT

Secretary Schallheim reviewed the draft 02 May 2022 BOD Meeting Minutes. It was **MOVED** and **SECONDED** (Schallheim/Shaw) to approve the 02 May 2022 BOD Meeting Minutes. **MOTION PASSED**



2021 AUDIT REPORT

Mr. Jeff Whipple, auditor from Synder-Cohn, presented the Independent Auditor's Report. This is the first year for Synder-Cohn to review and audit the AOC. They felt they had full access to all necessary information, and had a good relationship with management during the audit. In their opinion, the financial statements present fairly, in all material respects, the financial position of Association of Old Crows as of 31 December 2021. The changes to net assets and cash flows for the year ended in accordance with accounting principles generally accepted in the United States of America. No material weaknesses or significant deficiency were found. During the audit they became aware of the following matter that can be an opportunity for strengthening internal controls and operating efficiency. *Their recommendation was addressing a concern that the investment account access was only granted to one individual. They recommend granting access to the investment account to more than one individual as well as having formal documentation related to the access of the account.* Mr. Jeff Whipple reviewed their Statement of Financial Position as of December 31, 2021 with Summarized Financial Information for 2020.

FINANCE COMMITTEE REPORT

Patschke emphasized the requirement for all Directors to review the Audit Report after the meeting, if they haven't already. He also asked that they review this year's Tax Forms when provided. The overall AOC account balance is \$4,677,793 as of 7 July 2022, with a decrease of \$413,812 in the Schwab accounts and a decrease of \$87,081 in the checking account balance since 2 May. The AOC Reserve Fund allocations stayed the same and the AOC Current Obligations had a minor change from the last Board meeting at \$2.2M and \$365,416, respectively. The 2022 Profit/Loss Estimate projections are currently showing (\$591,775) in the red. Fund availability, as of 7 July, leaves an end of the year "Extra Funds" of \$1,410,602, after the projected changes to the budget. It was **MOVED** and **SECONDED** (Patschke/Schallheim) to approve the Treasurer's Financial Report as presented. **MOTION PASSED.**

STRATEGIC PLANNING DISCUSSION

President-Elect Hinkley presented the Strategic Planning committee's 5 year Strategy. He stated that establishing our identity is key, and he reviewed our vision and mission. He reviewed the 5 Strategic goals to be phased in within the next 5 years. He emphasized a need for a call plan to reach Industry and Military Leads, as well as Congressional advocacy. Unfortunately, staff changes has slowed progress on Strategic Plan. Hiring priority is on Membership in August, Marketing in September, and Education is TBD. The focus for the remaining of 2022 is on the communications and advocacy enterprise by establishing an AOC identity as a professional+ organization and by aligning our messaging of our multi-media programs. Plans are for updating the 5-year strategy every 6 months and with plans to continue to evaluate and update over much more than 5 years. The 2023 Annual Operating Plan will be approved in the Fall of 2022. He reviewed the Growth-Oriented Strategy that is Agile, Competitive, Risk-Tolerant, and Resilient in support of the 5 strategic goals. There was a discussion on metrics to determine the level of success of website and program changes.

PRE-CONVENTION DISCUSSION

President Carlson brought up that although this year's convention is headed to be a wonderful symposium and convention, we are falling behind in our ability to release confirmed speakers to potential attendees. There seems to be a need for increased coordination / support from the Board. Discussion was specifically on Keynote Speakers. Directors discussed the issues and possible solutions. Belicev brought up the need for additional staff in support of the Symposium,



specifically SMEs. Currently there is very little Board member involvement in Convention Committee planning.

CONVENTION COMMITTEE

Convention Chairman, Dr. Conley, stated he was really happy with the commitment and support he is getting from the Planning Committee members. As he presented, he invited Board members to interact with question and comments. Currently, of the potential keynotes that the Committee is pursuing, only Bill LaPlante is confirmed. Ukraine/European and China happenings will not be a focus, but will be interwoven throughout Symposium. NORAD modernization was brought up a potential topic to address, and Dr. Conley will look into it. The 8 Breakouts discussion have assigned session moderators, and are currently working to select their panel speakers. The panels are: JADC2, Space EMSO: C-C5ISR, Cognitive EW, Supply Chain, Standards & MOSA, Unmanned/Uncrewed Systems, 5G/NextG, and Joint & Coalition EMSO Integration. Belicev presented that the PMBS will be in concurrence with the Breakouts, and are doing four 90 minute panels instead of individual 45 minute individual PM briefs. Currently there is an Army, Navy, AF panel developed, and starting the development of a Directed Energy panel with DEPS. Convention sales are already over budget of \$1.35M. Currently at \$1,305,069 (122 companies) with a projection of \$1,401,700 (129 companies). This Convention will have no COVID precautions this year; attendees will sign a wellness agreement during registration. Also of note, this is AOC's final year in DC and no banquet or STEM program. President Carlson offered Dr. Conley any help that he may need from the Board.

TRAINING AND EDUCATION COMMITTEE

Shaw reported that the Training and Education team have been working hard, and are planning to work even harder. The first half of 2023 Webinars are complete, each committee member is doing a webinar, and they are soliciting webinar speakers in JED. The last 2022 course, Cognitive Electronic Warfare has met its minimum of 6 people registered. The committee is updating the reading list, and planning to add video games for a younger audience. Issues with courses this year were: 2 of the 4 planned 2022 courses had to be cancelled, and a private short-course had to be refunded due to instructor complaints. Current Education and Training revenue as of July is \$210.4K (\$644K budget), expenses are \$29.8K (\$115.5K budget), and profit is currently \$181K (\$528.5K budget and an EOY projection of \$210.9K). Although the first half of 2023 Webinar schedule is good, there is still a need to fill the latter half of the year. Shaw requested help from the Board, such as Webinar presentations, support in building up training attendance, and/or other ideas to help build up Training and Education,

MEMBERSHIP COMMITTEE

Das has been holding regular meetings with Regional Directors, and thanked all the Regional Directors for their hard work. Feedback on OpMan 74, Chapter of the Year, is a need to modify the process. Since the cycle starts in June, recommendations for any changes will effect next year's award cycle. Issues include: form complexity and length (needs to be streamlined), statistics show that the same chapters win year-after-year, Young Crows initiatives (such as STEM, Mentorship, EW Certification) are not addressed, scale and structure needs to be revamped, and recognition needs to be possibly changed (by region, by subgroup (such as STEM, recruitment, event), or by other category). There is aggressive Membership growth in the AOC 5 year plan, and the committee is reviewing current membership benefits and dues structure (with a focus on Industry dues). Membership Committee is looking at growing its membership. The committee is planning to restructure the membership committee to include additional members, and the charter has been updated and approved to open the committee up to more than



just regional directors. A new committee member from each region would mirror and assist the current regional director with chapter communications and programs. The CZECH Republic Bohemian Crow Chapter, has been approved. The Tidewater Chapter Revitalization petition was signed 10 June, and Scott Boyd has agreed to be acting Chapter President for the Revitalization. Chapter Officer meeting schedule is: 20 September (4 pm, Zoom), 24 October (7 am, Chapter Officers breakfast, 11:30 am, Assembly of Delegates, Convention). An EMSO Day Multinational Forum will be available to FVEYs, NATO, AOC Members hosted by the Canadian Embassy, Capitol Club and Maple Leaf Chapters (the last event happened in 2018). All the Regional Directors on Zoom, provided a very quick update on their Region's Chapters. See the Regional Director's reports for their Chapter Statuses.

GOVERNANCE COMMITTEE

Brigance was not available to attend, President Carlson presented her report. He reviewed an update to OpMan 13 Appendix A, Embargo Country List, which was last updated October 2021. Cambodia and Ethiopia were added to the list. It was **MOVED** and **SECONDED** (Carlson/Opfer) to approve update to OpMan 13 Appendix A. **MOTION PASSED** Committees needing Charter updates were presented. The overall OpMan status is looking good.

NOMINATIONS AND ELECTIONS SLATE

Amoroso thanked N&E committee, O'Neilin and the staff for all their work. He reviewed the 2022 Slate approved at the July BOD Meeting. The election timeline was presented. On 12 July, all candidate bios are ready for 2022 Election Guide, which will be in the September Issue. Election photos, bios and videos will be on the website by the end of July. The election platform will be set up by the end of July. Testing of rank choice voting will be the last week of August, and by the last, and by the last week of August full Board and Staff will test the election process. Elections begin 1 September and run through the month of September. Verification of the Elections will be finalized no later than 5 October.

The committee is working to conduct a top to bottom review of the election process for 2023 Election cycle. Review and recommendations will be presented to the Board in October. The next committee meeting is 24 August. Board member recommendations / insight into the candidate selection/election process should be sent to Nino or Glorianne by 22 August. The election process review will include:

- What is the role of the Board President?
 - How should that person be selected?
 - What are the base "Qualifications"?
- Should we do a popular membership system
- Should the candidates be "vetted" prior to being put on the slate
 - Who and how does this?
 - What should a viable candidate have for qualifications?
 - Do we want to try and address the needs of the board, or just take random candidates?
- Are we trying to increase participation, candidate
- What is the true role of a Board Member?

EXECUTIVE DIRECTOR REPORT

Executive Director Frost provided a review of AOC Staffing plans. She is meeting with President-Elect Hinkley to discuss staffing and organization chart changes on 28 July. Current adjustments and projections are a \$100K savings in salaries/benefits. She is developing metrics



and job descriptions for the 2022 staffing plan to include a new Marketing coordinator budgeted to start in September, a new Training and Education Director budgeted to start in August, a new Sales support position to start in 2023, as well as a Registration Coordinator position to start in 2023, a CRADA consultant to start late summer, a Congressional Affairs consultant which started in April and a STEM consultant to start date TBD. She reminded the Board to review the AOC Podcasts: “From the Crows’ Nest” and “History of Crows”. Executive Director Frost also presented Ken Miller’s information on the Congressional Outreach, and recommended that all Board members read the information on the BOD read-aheads.

AEF scholarships have been awarded, with 9 applicants (3 female and 6 male) for the AOC STEM Student of the Year. Winners are Annie Ostojic and Samuel Jacob Weiss. The Warrant Officer Scholarship had 2 applicants, and the winner is Douglas Brandon Price. 14 AEF Future 5 Program applicants are in (deadline is 15 July), and will be announced 1 August. Muddy Watters’ Memorial Campaign received \$2,825.

ACTION ITEM REVIEW

Secretary Schallheim reviewed old Action Items. No action items were closed and no new action items were created.

CLOSING COMMENTS

President Carlson thanked everyone for a keeping with this extended meeting, and all the outstanding work they do. He feels sure that the Symposium will be successful, and wants us all to do what we can to take the load off the staff when needed. He is appreciative if he or Dr. Conley reaches out to you, that you’re able to help out. He is especially thankful for the staff.

It was **MOVED** and **SECONDED** (Amoroso/Shaw) to adjourn the meeting. **MOTION PASSED**. President Carlson **ADJOURNED** the proceedings at 1830E, 14 July 2022.

RESPECTFULLY SUBMITTED

Presented by the Secretary for **APPROVAL** by the Board of Directors on 15 September 2022.



Mark Schallheim, Secretary

14 July 2022

