

Board of Directors

Association of Old Crows
1001 N. Fairfax St., Suite 300
Alexandria, VA 22314

MINUTES

13 June 2023



THOSE PRESENT

Executive Committee

- Brian “Hinks” Hinkley, President
- Myles Murphy, Vice-President
- Dennis “Mancub” Monahan, Secretary

- Greg “Patch” Patschke, Treasurer
- Erik Bamford, International
- Shelley Frost, Executive Director

At Large Directors

2023

- Greg Patschke
- Michael Ryan

2024

- Nino Amoroso
- Steve Oatman

2025

- Ken Dworkin
- Dr. Haruko Kawahigashi

Appointed Directors 2024

- Frank Ball
- Ken “Kilo” Parks

Regional Directors

2023

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

Regional Directors

2024

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

Regional Directors

2025

- Amanda Brockermeier, Pacific
- Erik Bamford, International I
- Mark Schallheim, Northwest

Past President

- Glenn “Powder” Carlson

Board of Governors (non-Voting)

2024

- Jesse “Judge” Bourque
- Mick Riley

Staff and Others (non-Voting)

- Shelley Frost
- Glorianne O'Neilin
- Tony Ramos
- Hollann Schwartz
- Ken Miller
- Kathy Hartness
- Josie Iapalucci
- Raleigh Leavitt
- Christine Armstrong

Legend:

Present

Not Present

Present by Zoom/Telephone



CALL TO ORDER

Proper meeting notice having been given and with a **QUORUM** present, Day 1 of the Board of Directors meeting **CONVENED** at 1230 hours EST, Tuesday 13 June, by Zoom and in-person conference at the teleconference. President Hinkley called the meeting to order.

SECRETARY REPORT

Minutes for the 16 February 2023 and 13 April 2023 Board of Directors (BoD) meetings were posted to the read aheads for member review and approval.

It was **MOVED** and **SECONDED** (Hinkley/Patschke) to **APPROVE** the minutes of both the 16 February 2023 and 13 April 2023 BoD meetings. **MOTION PASSED.**

BOD TREASURE'S REPORT

Treasurer Patschke provided a review of the 2023 financials and spoke briefly about the audit.

The AOC has experienced almost \$100K in losses due to market forces. Overall account balance stands at \$5,154K as of 31 May 2023 with Contingency Operating Reserve Fund set at \$2.3 million dollars and the Capital Expenses Reserve Fund at \$146K dollars. Annual planned obligations amount to ~\$393K for 2023; P/L Estimate at -\$742K; and "Extra Funds" at \$1,573K.

The audit is complete and final report was posted to the read ahead portal for the Board to review.

Form 990 is coming soon and will need to be reviewed by all Board members. Tax-exempt organizations, nonexempt charitable trusts, and section 527 political organizations file Form 990 to provide the IRS with the information required by section 6033. There are tax implications due to this form if not done correctly.

Budget amendment forms have been submitted to the Financial Committee for \$83,500 for a new Chapter database.

It was **MOVED** and **SECONDED** (Patschke/Monahan) to **APPROVE** the Treasurer's Financial Report as presented. **MOTION PASSED.**

EXECUTIVE SESSION

Treasurer Patschke introduced a conversation with the Board on FY24 salary action for Mrs. Shelley Frost, Executive Director. A recommendation was provided, and the Board agreed.

STRATEGY COMMITTEE UPDATE

Mr. Myles Murphy provided a high-level brief on the AOC Vision, Strategy, Strategic Goals, and 2023 Annual Operating Plan.

Growth Oriented Strategy looks out to 2026 and ties back to the 5 pillars: build an advocacy and communications enterprise; diversify streams of revenue; grow global membership; strengthen international programs; and grow professional development.

Presented several actions within these pillars that have already been identified to meet growth objectives.



President Hinkley mentioned the AOC may be adding more conferences, specifically NATO classified conferences. Right now, we are only doing unclassified conferences. There are challenges with going classified but folks in our industry love classified conferences. We get more attendees at these venues. There may be opportunities for AOC to move into classified conferences overseas.

Going forward: intent to hold quarterly reviews with Staff and BoD/Committee members; and the Five-Year Strategic Plan will undergo a review with the BoD in Summer of 2024.

Mr. Myles presented key questions to the Board on Membership and Education which could impact the strategy:

1. What are we seeking in membership? Quantity or Quality?
2. Are we going to be the organization who PROVIDES education or the organization who provides ACCESS to education?

Mr. Myles presented findings from the McKinley Advisors Survey:

1. Members want access to more knowledge, training, and online content.
2. Our community is central to the value proposition.
3. Members indicate pricing tolerances for membership up to \$75 (annually).
4. Members are relatively split in terms of their preferred method for engaging with AOC, with 60% interested in a low-cost “online only” membership that provides access to AOC content and 72% interested in broader access to AOC offerings for a higher, annual fee.

Mr. Myles presented the current membership pricing model (“low cost/high quantity”) alongside a revised approach (“higher cost and return/higher quality”) based on the McKinley Advisor findings, which could be implemented. McKinley Advisors have outstanding actions remaining on task which include:

- In the process of developing membership models and scenarios
- Market testing of membership models (June 2023)
- Finalize and deliver membership models recommendations (July)
- Develop and deliver an Education Business Plan (July)

President Hinkley initiated a discussion on advocacy by asking “When was the last time any of us have reached out to (Universities, Congress, Industry) fill in the blank? We have 70 chapters around the world, 20 members on the Board of Directors, and Regional Directors with funding budgets to get to areas within their regions for engagements. If we wanted to stand up 10 chapters, where would we want to stand those up? And who is the Board member who should be responsible to go there to speak with that Leader to start that conversation. Fleet concentration areas are good places to start. We are trying to get Norfolk started and it is challenging to get momentum. This may be a good thing for the strategy committee to take on board.”



INTERNATIONAL AOC CONVENTION (IAC)

Mr. Erik Bamford provided a summary of metrics from the AOC Europe 2023 conference in Bonn, Germany. Numbers were highest ever for this venue, largely in part due to ongoing events in Ukraine. Next year's event will be in Norway.

Issues exist with the Clarion contract, but we are looking at alternative options for future.

AWARDS

Mr. "Kilo" Parks presented the following award nominations to the Board for approval:

- AOC Gold Medal – Col William "Dollar" Young

It was **MOVED and SECONDED** (Parks/Hinkley) to **NOT CONDUCT VOTING BY SECRET BALLOT FOR THE GOLD MEDAL MOTION PASSED.**

A question was raised, due to there only being one nominee, to see if it is worth looking at past nominees for the AOC Gold Medal Award as part of the process. This would require an OPMAN change.

- AOC Hal Gershanoff Silver Medal received two nominations, Board will select one by secret ballot:
 - Chris Howe (UK) – selected by BoD secret ballot
 - Geoffrey Leighton (Capital Club)
- Anton D. Tony Brees Lifetime Service Award – Son X Nguyen

It was **MOVED and SECONDED** (Parks/Brockermeyer) to **AWARD SON X NGUYEN THE ANTON D. TONY BREES LIFETIME SERVICE AWARD. MOTION PASSED.**

- AOC Technology Hall of Fame – received 2 nominations, can select up to 5
 - Robert Bunch
 - Marty Apa - Marty Apa was nominated by the committee and also selected for another award. [Board discussion concluded he is eligible for multiple awards.]
- Joseph Kearney Pioneer Award – Col Christopher Fernengel, USSF
- John M. Clifford Award for the Advancement of the Electromagnetic Domain
 - Selected - Dr. Joseph C. Deroba
 - Committee also recommending Col Webster E. Francis, USA (Ret)
- Engineering and Technical Excellence Award – Marty Apa
- Project Team of the Year Award – 39 EWS Software Development Team
- EW Professional Outstanding Young Crow Award



- Nicholas Scavello
- Alexander Davis
- Professional Outstanding Achievement Award – Sen Hong
- Military Service Award
 - Army – CWO2 Justin Dugan
 - Air Force – Maj Rachel Harris
 - Navy – LT Corey Gray
 - International – Col Mendy Erad (Ret), Israel

Need to keep open the awards for USCG, USMC, and USSF. Keeping those open and will present them to the next Board meeting.

- Academic and Educational Excellence Award
 - Leslie Gruis
 - Recommending also Dr. Matthew Sharp
- Outstanding Chapter Support Award
 - Committee selected Sam Stello (Coastal Virginia Chapter)
 - Recommending also Jon Ward (Chesapeake Bay Roost)
- Military Unit or Military Individual Excellence Award
 - Military Unit – 479 OSS Electromagnetic Spectrum Operations (EMSO) School (Eglin)
 - Navy – CT11 Daniel R. Bowles (Whidbey Roost)
 - Navy – CPO Kevin Fahrer (Chesapeake Bay Roost)

It was **MOVED** and **SECONDED** (Parks/Brockermeyer) to **ACCEPT** the Award Committee recommendations for the nominees selected in the 2023 award categories. **MOTION NOT PASSED.**

Discussion that took place within the motion included:

- Mrs. Frost reviewed the OPMAN that states only 1 John Clifford award will be made annually. This would require an OPMAN change first to accept this motion. Mr. Shaw suggested changing OPMANs “on the fly” would be a bad precedent.
- Mr. Murphy asked why Mr. Ray Erwin wasn’t showing in the Technology Hall of Fame award as he thought that package had been submitted.
- Marty Apa was nominated for two awards.



It was **MOVED** and **SECONDED** (Oatman/Shaw) to **SELECT** only one nominee for the 2023 John M. Clifford award and that nominee is Dr. Joseph C. Deroba. **MOTION PASSED.**

It was **MOVED** and **SECONDED** (Hinkley/Murphy) to **RECONSIDER** Col Webster E. Francis for another 2023 AOC awards. **MOTION NOT PASSED.**

It was **MOVED** and **SECONDED** (Parks/Schallheim) to **APPROVE** the nominees presented, other than the motions already made and accepted, as awardees for the 2023 AOC awards. **MOTION PASSED.**

It was **MOVED** and **SECONDED** (Shaw/Brockermeyer) to **AWARD COL WILLIAM “DOLLAR” YOUNG THE AOC GOLD MEDAL AWARD.** **MOTION PASSED.**

NOMINATIONS & ELECTIONS COMMITTEE UPDATE

Mrs. Glorianne O’Neilin provided an update on the upcoming elections.

Two candidates were received for the position of President-Elect and both were approved to run:

- Timothy Kuehas
- Anthony Lisuzzo

Nine candidates were received for the At-Large Director; eight were approved to run:

- Michael Brock
- Eric Colon
- Mendy Erad – did not meet time requirement and was not approved to run
- Jeff Hughes
- Robert Scott “Sherm” Oliver
- Air Marshall Daijit Singh (India)
- Greg Siuta
- Paul Vavra

One candidate was received for Northeastern Region – Myles Murphy

One candidate was received for International Region II – Jang Pyo Kim (S. Korea)

One candidate for Southern Region – Tristan Caruso

It was **MOVED** and **SECONDED** (Brockermeyer/Shaw) to **APPROVE** the Nominees & Elections slate as presented, with the exception of Mendy Erad. **MOTION PASSED.**

NEW DATABASE REPORT

Mrs. Brockermeyer provided a high-level update on a new Association Management Software (AMS) database that has been selected for the AOC. The new AMS, Impexium, will house all of



the information about our membership, transactions, registrations, profiles, et cetera, to better serve them. The need for a new AMS is called in the Five-Year Strategy to fill the gap of current software downfalls, and it protects the investment of hiring McKinley Advisors.

Currently in the process to select Web Developer; top choice is Wave Motion. Website development project kicks off in July 2023 and should launch in December 2023/January 2024. Total cost of development is not to exceed \$20K; this amount was covered in the budget that was approved in 13 April 2023.

CHAPTER DATABASE REPORT

Mrs. Brockermeyer provided a high-level overview on what chapters have been asking for, options to accomplish those objectives, and BillHighway capabilities.

It was **MOVED and SECONDED** (Brockermeyer/Patschke) to **APPROVE** \$83,500 be reallocated from the Reserve Fund for the implementation of a new Chapter database and Chapter website platform in lieu of finding, hiring, training, and retaining a full-time employee. **MOTION PASSED.**

ANNUAL SYMPOSIUM & CONVENTION AND CONFERENCE REPORT

President Hinkley provided an update on the International Symposium progress to date.

Theme is “Advancing EMS Superiority Through Strategic Alliances and Partnerships.”

Objective is: “Superiority in the electromagnetic spectrum continues to prove itself as a game changing capability that provides a decisive operational advantage in conflicts worldwide. Integrating and synchronizing EMS operations in every warfighting domain across the entire range of military operations is a clear imperative for our warfighters. But continued success demands that industry, academia, military, governments, and professional associations form alliances and partnerships to share perspectives and expertise throughout the entire range of the EMS. AOC 2023 provides a collaborative forum to capture the passion of professionals ready and willing to make a difference and directly impact our future. brief update on recent membership and chapter activities.”

Kathy Hartness provided an update on registration and sponsorship information for the 2023 AOC conferences. In addition, she provided available information on the 2024 Conference schedule.

ADVOCACY AND OUTREACH REPORT

Mr. Ken Miller provided a brief update on advocacy and outreach.

Increasing stakeholder and Congressional outreach.

In the fall we are going to look at establishing a Political Action Committee; a voluntary separate organization in 2024 to increase advocacy with Capital Hill.

Podcasts are growing and we have a new plan for History of Crows in production.

Making great progress in some of the 2023 goals.

CLOSING COMMENTS





President Hinkley thanked everyone for a productive meeting. He mentioned that it was a phenomenal opportunity to bring everyone back face-to-face.

We are in great shape and are becoming the organization we want to be.

We deliberately planned this event to provide an opportunity to examine the Gaylord as future host for the 2023 International Symposium.

It was **MOVED** and **SECONDED** (Shaw/ Brockermeyer) to adjourn the meeting. **MOTION PASSED**. President Hinkley **ADJOURNED** the proceedings at 1714 hours EST, 13 June 2023.

RESPECTFULLY SUBMITTED

Presented by the Secretary for APPROVAL by the Board of Directors on 10 August 2023.

Dennis Monahan

Dennis Monahan, Secretary

10 August 2023

Date



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- Ken Miller
- Kathy Hartness
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- Raleigh Leavitt
- Christine Armstrong

Legend:

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CALL TO ORDER

Proper meeting notice having been given and with a **QUORUM** present, Day 2 of the Board of Directors meeting **CONVENED** at 0900 hours EST, Tuesday 14 June, by Zoom and in-person conference at the teleconference. President Hinkley called the meeting to order.

MEMBERSHIP COMMITTEE REPORT

Mrs. Glorianne O’Neilin presented a high-level review of the Membership Committee Report.

We are close to reaching our strategic goals of 15,321 individual members and 237 industry members by December 2023. Current levels of individual members are 14,615 and industry members are 234.

Trade show recruitment is highly successful.

QUESTION: Should industry membership status come into play for exhibition rates and/or participation to exhibit at conferences and the International Symposium?

ASSIGNED ACTION: Yes. President Hinkley directed the Membership Committee to take an action to examine this question for the 2024 calendar. Of note, this action should be resolved by December 2023 if it is to take effect for 2024, due to Mr. Fitzgerald’s industry engagement schedule. Assigned Action Item: **D-2023-01.**

QUESTION: Should we take an action to increase Board of Director engagements with industry?

ASSIGNED ACTION: No. President Hinkley stated that as Board members we have clout to walk into any industry member and talk about additional contributions.

QUESTION: Is there an information packet to support Board of Director engagements with industry?

ASSIGNED ACTION: Yes. President Hinkley tasked Mrs. O’Neilin to send “Corporate Sponsor Benefits Book” and related pamphlets to the Board of Directors via email. Assigned Action Item: **D-2023-02. Closed week of 08 August 2023.**

Chapter start-ups are taking place in Poland, Turkey, and Lithuania. Revitalizations have recently been initiated in Dallas, TX and Melbourne, FL.

Chapter financial reports have been submitted. Rebate reports will be sent to chapters by end of June.

Chapter training lunch and learns are starting back up in September.

OpMan 72, OpMan 74, and Chapter Bylaws are all in review by Mr. Shaw and Mrs. O’Neilin.



REGIONAL DIRECTORS REPORT

All of the Regional Directors provided updates to the Board for their regions.

President Hinkley observed that we have conferences in places where there is no active chapter. Huntsville was explicitly pointed out as having heavy EW and EMSO capabilities but no active chapter. The conference there is currently the AOC MSIC SAM Conference but without chapter representation there is a concern that MSIC may drop the AOC component and then AOC loses a significant engagement opportunity.

QUESTION: Should we take on a strategic communications approach to MSIC to see how we can grow or continue the shared conferences, and build more footprint in Huntsville?

ASSIGNED ACTION: Yes. President Hinkley and Mr. Dworkin will put together an engagement strategy that will commence sometime after the McKinley Advisor report is released. Assigned Action Item: **D-2023-03.**

Kathy Hartness is engaged with the Diamond Chapter to see if it is possible for AOC to take over management of that AOC conference going forward.

President Hinkley pointed out that we want to increase the International AOC footprint. There is great interest and some funding to get those Regional Directors to the conferences for support. Mr. Patschke and Mrs. Brockermeier expressed some capability within their industry organizational duties to provide support to some of these events. Decision to support will also require a business case and positive return on investment.

GOVERNANCE REPORT

Governance Chair Brigance provided updates on the following:

- OPMAN 13 Appendix A - The Treasury dept list and the State Department list have no changes to the embargoed countries. Therefore, no changes required to Appendix A of OpMan13
- OPMAN Status – Four OPMANs are in need of review or rewrite

EXECUTIVE DIRECTOR REPORT

Executive Director Frost reviewed the professional staff organization chart with the Board. We now have a summer intern supporting the staff. There are 2 positions still open that we are trying to fill. One of those positions is a Subject Matter Expert (SME).

QUESTION: How do we fill the permanent position of EMSO SME so that we do not have to go outside to a consulting company?

ASSIGNED ACTION: Yes. President Hinkley directed Mrs. Frost to send the req to all of the Board members so that they can engage their networks to fill this position. Assigned Action Item: **D-2023-04.**





There remain 4 open dates for webinars in 2023; need help in filling those by August.

Executive Director Frost presented the BoD and BoG meeting schedule for the remainder of 2023.

CLOSING COMMENTS

President Hinkley mentioned that we are very proud to be “EW People” but EW is changing. We need to take on a greater persona that encompasses all the other EMSO-related communities. Senior Leadership does not care what we call ourselves because the definitions mean different things to different people. There will be an article in the JED that talks to EMSO being bigger than the lexicon fits; in Defense and industry. Understanding how this discussion is framed will help with engagements.

President Hinkley thanked everyone for participating in the face-to-face meetings. We will be doing more of these in the future, and likely more at the Gaylord due to the contract with the hotel.

It was **MOVED** and **SECONDED** (Brockermeier/Schallheim) to adjourn the meeting. **MOTION PASSED**. President Hinkley **ADJOURNED** the proceedings at 1048 hours EST, 14 June 2023.

RESPECTFULLY SUBMITTED

Presented by the Secretary for APPROVAL by the Board of Directors on 10 August 2023.

Dennis Monahan

Dennis Monahan, Secretary

10 August 2023

Date

