

# Board of Directors

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

## MINUTES

10 December 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 “Cowboy” 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
- Tony Ramos
- Ken Miller
- Glorianne O'Neilin
- Bob Andrews
- Scott Oliver
- Paul Vavra
- Anthony “Tony” Lisuzzo
- Madison Arcangeli (Forza)
- Katy Nazaretova (Forza)
- Adam Goodwin (Forza)

#### Legend:

Present

Not Present

Present by Zoom/Telephone

## CALL TO ORDER

Proper meeting notice having been given and with a **QUORUM** present, the Board of Directors meeting **CONVENED** at 0950 hours EST, Sunday 10 December 2023, in-person at the Gaylord Hotel in National Harbor and by Zoom teleconference. President Hinkley called the meeting to order.

## SECRETARY REPORT

Minutes for the 12 October 2023 Board of Directors (BoD) meeting were posted as readalouds for member review and approval. Highlights were presented to the Board.

Action Item (AI) D-2023-07 was opened and assigned to the Membership Committee. This AI directed the Membership Committee to investigate what changes should be made for campaigning to increase overall voter turnout and reduce undue influence of larger chapters in elections and awards. Committee is to present recommendations to the Board in December. Five (5) Action Items, to include D-2023-07, remain open.

It was **MOVED** and **SECONDED** (Monahan/Parks) to **APPROVE** the minutes of the 12 October 2023 BoD meeting. **MOTION PASSED.**

## FINANCE COMMITTEE REPORT

Mr. Greg “Patch” Patschke, Treasurer, provided a review of the 2023 financials and provided a preview of the 2024 DRAFT Budget.

Overall account balance stands at \$5,647k as of 30 November 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 -\$381k; and “Extra Funds” at \$2,427k.

It was **MOVED and SECONDED** (Patschke/Brockermeyer) to **APPROVE** the FY23 Treasurer’s Financial Report as presented. **MOTION PASSED.**

P/L estimate for 2024 at -\$555k due to increased expenses and strategic investments planned for 2024.

It was **MOVED and SECONDED** (Patschke/Carlson) to **APPROVE** the FY24 Budget as presented. **MOTION PASSED.**

## STRATEGY COMMITTEE UPDATE

Mr. Myles Murphy provided a brief review of the AOC Vision, Strategy, and the 5 Strategic Goals leading into 2026.

Mr. Myles Murphy reviewed the 2024 Annual Operating Plan and the High-Level objectives for each of the Strategic Goals: grow global membership; build an advocacy and communications enterprise; diversify streams of revenue; strengthen international programs; and grow professional development. Specific actions include, but are not limited to:

- Membership
  - Implement recommendations provided by McKinley Associates
  - Incorporate BillHighway toolset
- Advocacy and communications
  - Continue Congressional outreach and education
  - Establish a Political Action Committee (PAC)
- Revenue streams
  - Build on existing conferences and annual convention
- International programs
  - Continue NATO Subgroup 2 involvement
- Professional development
  - Build relationships and partnerships
  - Restructure AOC Educational Foundation
  - Determine way ahead with STEM support to AOC chapters

Mr. Murphy provided a brief discussion on how much of the budget is being invested towards each of the strategic goals listed in the 2024 Annual Operating Plan (AOP): membership (\$80k), advocacy and communications (\$159k), diversified revenue streams (\$26k), international programs (\$120k), and professional development (\$137k).

Mr. Murphy also briefed that the Five-Year Strategic Plan will be updated and voted on in 2024; should be available for review by the Board in summer of 2024.

During post-topic discussion, some Action Items were identified by Mr. Murphy:

**QUESTION:** Should we, the AOC Board of Directors, take a closer look at the current anticipated income/revenue sources and amounts to support developing courses of action to generate additional revenue for the purposes of pulling the organization out of the deficit hole we have been steadily operating at for the past few years?

**ASSIGNED ACTION: Yes.** President Hinkley directed the Finance Committee to take an action to examine steps that could be taken to generate increased sponsor revenues. No suspense date identified. Assigned Action Item: **D-2023-08.**

**QUESTION:** How do we access, reference, understand, and account for international strategies in our AOC strategy and operations? What forums have we developed for information sharing with international members?

**ASSIGNED ACTION: Yes.** President Hinkley tasked the International Committee (Erik Bamford) to examine these questions and develop recommendations, if necessary, based on the findings. No suspense date identified. Assigned Action Item: **D-2023-09.**

**QUESTION:** How is our marketing message being communicated on LinkedIn and other social media platforms? Where do we need to expand our presence (i.e., Smithsonian, National Science Foundation, other “non-traditional” channels).

**ASSIGNED ACTION: Yes.** President Hinkley tasked the Advocacy Committee with leading this effort and making recommendations to the Board. No suspense date identified. Assigned Action Item: **D-2023-10.**

It was **MOVED and SECONDED** (Murphy/Parks) to **APPROVE** the 2024 Annual Operating Plan (AOP) as presented. **MOTION PASSED.**

## EXECUTIVE SESSION

The EXCOM met briefly to discuss a recommendation presented by the Finance Committee Chairman.

## ADVOCACY AND CRADA REPORT

Mr. Ken Miller provided an update on advocacy activities and the CRADA. One of the activities includes expanding the podcast program and restricting content to subscribers/members to increase revenue. Another effort will be developing the CRADA; Matt Thompson will be heading up that effort. First line of effort there is to have a workshop in San Antonio to bring in stakeholders to identify problems and determine solutions. Finally, Mr. Miller provided an update on the National Defense Authorization Act (NDAA) of 2024. The most recent version includes roughly 20 pages identifying the criticality of Electromagnetic Spectrum Operations (EMSO), and outlines responsibilities across the Department of Defense for implementation. All the areas covered in the NDAA align to areas covered by the AOC.

## ADVOCACY AND OUTREACH COMMITTEE UPDATE

Mr. Ken Miller led a discussion to provide the Board more information on what a Political Action Committee (PAC) is, the value provided by a PAC, and why the AOC may want to establish a PAC. This discussion is a continuing effort leading to establishing a fully operational PAC beginning in 2025.

Current Advocacy options include:

- Do Nothing – Our influence will disappear over time
- Grow the Advocacy and Outreach program – Increase staff and resources
- Build a grassroots network – Not enough members to make a difference
- Start a PAC – leverage volunteers who want to participate in the process via donations. Every little bit helps

There are three main reasons for doing so but primarily a PAC would:

- Help grow the AOC because it will make us more relevant in our market

- Provide value to our Industry Partners because it provides a collective voice to Congress
- Benefit individual AOC members because it provides them a voice to Congress; a successful PAC can deliver opportunities to engage Congress locally through our chapters in the U.S.

#### A PAC Strengthens AOC Advocacy:

- Our mission is in higher demand and receiving greater attention
- Education and Awareness on Capitol Hill, by nature, can never stop. PACs provide direct access to the Member to provide continuity to outreach efforts
- Perspective on our need for a PAC: Forza D

#### Understanding Political Action Committees (PACs):

- PACs are another tool in the advocacy toolbox. It provides us a “seat at the table,” not just with Members of Congress, but other defense industry stakeholders.
- PACs are voluntary. Leverage the support of AOC members who want to participate. PACs use “prior approval” of AOC members to solicit voluntary contributions.
- PACs are accountable and transparent.
- PACs amplify a voice, but do not generate it. AOC still needs regular interaction with Congress via official business channels and through its U.S. Chapters

Mr. Miller led a significant discussion, informed by the Forza representatives, on scope and activities of a PAC.

It was **MOVED and SECONDED** (Brockermeier/Ball) to **ESTABLISH** a Political Action Committee and an Ad Hoc Committee to work through the processes and the steps necessary to ensure the PAC is fully operational by 2025. **MOTION PASSED.**

## CONVENTION AND CONFERENCE SUMMARY

President Hinkley opened the discussion by stating what an incredible job Christine, Kathy, Hollann, and all of the staff volunteers did in bringing together the convention; and asked the Board to find time to stop by the registration desk to thank them for their incredible hard work.

President Hinkley then highlighted the need to get out to the exhibitors and speak with them about membership; and also asked everyone to try and make it to all the keynotes and spotlight sessions.

The Board has been provided an information packet which includes a copy of the Convention Program and a Director’s Pocket Guide. The pocket guide will be instrumental for supporting engagements on the exhibit floor as it contains speaker notes on the AOC, benefits of being a member, membership cost information, and potential responses to questions related to recent increases in membership cost.

## EXECUTIVE DIRECTOR REPORT

Executive Director Frost reviewed the Annual International Symposium & Convention registration numbers and the Board schedule over the course of the event.

New ‘Go Live’ date for the new database, Billhighway, and the website is March 1<sup>st</sup>, 2024; staff training and testing will take place in January and February.

Executive Director Frost provided the upcoming BoD & BoG schedule and requested the Board update the Engagement Calendar as information presents.

Executive Director Frost provided an update on the professional staff organization chart. Two vacant positions remain: Assistant to Director of Training and Education Strategic Partnerships, and AOC Europe 2025 Support Staff.

## INTERNATIONAL ADVISORY COMMITTEE REPORT

Mr. Erik Bamford presented a high-level summary of international activities in 2023. These activities included initiating activities leading to standing up new chapters (Poland, Lithuania, Turkey), revitalization efforts for the South Africa chapter, assessing impacts of a potential split in the India chapter, and execution of AOC Europe 2023 (Bonn).

Mr. Bamford highlighted future activities which include revitalization of quarterly online meetings for International Region 1 (and possibly region 2), establishing a classified working session with NATO, bolstering STEM support, and getting new chapters up and running.

President Hinkley stated that he would like to find a place where we could have a conference called EW Asia. There are multiple challenges to accomplishing this as many countries do not have strong individual working relationships (Bi-Lats) and/or are not willing to travel to some locations. Dr. Haruko Kawahigashi suggested it might be possible to get everyone together in Singapore or another location.

**QUESTION:** What will it take to establish an international conference “EW Asia”?

**ASSIGNED ACTION: Yes.** President Hinkley stated that we will stand up an Ad Hoc Committee to examine what is required to create an EW Asia international conference. No suspense date identified. Assigned Action Item: **D-2023-11.**

Mr. Bamford presented data on international representation at the annual symposium & convention and it indicates high interest from the Asia region (51 Japanese reps, 33 Singaporean reps, 15 Korean reps, etc). He went on and indicated it would be good if we could start including partners in the classified collaborative symposiums, specifically calling out the nations operating the P-8 platform as an example. As the P-8 programs are getting all of their programming from Pt. Mugu currently, it might be worthwhile to start working to incorporate those nations into that venue next year. In addition, Mr. Bamford pointed out that the programming Pt. Mugu develops is all focused on INDOPACOM. There are a lot of P-8 operators in the North Atlantic as well. The intel from that Area of Responsibility comes from 3 nations: Germany, the UK, and Norway; it is shared with the U.S. but it is not developed by the U.S.

**QUESTION:** How can we engage with Pt. Mugu to create a classified venue that allows international partners to collaborate on EW topics?

**ASSIGNED ACTION: Yes.** President Hinkley tasked the Conference Committee to engage with Pt. Mugu to talk specifically about building a classified venue for international partners to participate on collaborative talks about EW at the Five Eyes level (at a minimum). No suspense date identified. Assigned Action Item: **D-2023-12.**

## EDUCATION AND TRAINING COMMITTEE REPORT

Mr. Michael Brock presented a high-level overview of the Education and Training program. Total revenue from education and training has exceeded initial projections; with a majority coming from on-demand courses and sponsorship.

- Three (3) live courses were conducted in 2023 with only 55 registrants across all three. Total expenses were roughly \$42k and revenues were roughly \$53k.
- Twenty-Three (23) on-demand courses were conducted in 2023 with 84 registrants across all courses. Total expenses were roughly \$31k and revenues were roughly \$114k.
- Twenty-Five (25) live virtual webinars were conducted in 2023 with 9,403 registrants. Webinars are free to members and cost \$25 each for non-members. First half of 2024 has been scheduled with four (4) slots remaining to be filled.
- Seeking new live courses to refresh on-demand offerings.

Mr. Brock also reviewed 2024 goals for the certification program.

## GOVERNANCE COMMITTEE REPORT

President Hinkley presented a review of governance actions.

- There is a requirement for a quarterly review of OPMAN 13 Appendix A. This OPMAN lists all the embargoed countries identified by Treasury and the Department of State. There have been no changes to the list during this quarter, therefore no changes need to be made to the OPMAN 13 Appendix A.

It was **MOVED and SECONDED** (Hinkley/Brockermeyer) to **APPROVE** OPMAN 13 Appendix A as current. **MOTION PASSED.**

The Board reviewed the OPMAN status list.

- President Hinkley raised a discussion related to elections and awards. There is a possibility that the results in these areas are not truly equitable across all members. Approximately 8% of the total population (14,000 members) vote, on average, in elections and on awards. President Hinkley is concerned that a majority of the active participants may well come from a small number of chapters which, if true, would cause a potential bias in the results. This bias would affect where representation comes from and leaves a significant amount of the member population without a voice.
- Mr. Mike Ryan also identified another issue on the Bylaws related to Campaign Rules and the intent of the language that states: “other than the AOC level get out the vote campaign efforts campaigning or electioneering all behalf of any individual candidate for AOC office, with or without the knowledge of the consent is prohibited.” The Board agreed this language is adversely impacting the organization by giving undue influence to those chapters with the largest membership(s) and reducing representation opportunities to smaller Chapters.

President Hinkley encouraged the N&E Committee to take the issue to committee (the issue is currently an open action item: **D-2023-07**).

## **NOMINATIONS & ELECTIONS COMMITTEE REPORT**

Mr. Cowboy Ball provided an update on the recent elections considering **D-2023-07** tasking. A lengthy discussion ensued about how other professional organizations organize their Board and conduct their elections. The committee will continue to examine the topic and provide an update at the next Board of Directors meeting.

## **AWARDS COMMITTEE REPORT**

Mr. “Kilo” Parks presented a detailed report on the status of Awards. Everything is complete and ready for the international symposium. Mr. Parks provided a number of recommendations to improve the awards process:

- The Awards Committee experienced some OPMAN issues and is working towards making updates in those documents.
- Mr. Parks asked for increased support for Board submissions on the Silver and Gold awards where the Board is the sole source. The number of submissions was light this year.
- It would be nice if corporate sponsorships could be used to engrave awards that are provided to winners. This would create a new revenue stream so that the AOC wouldn't need to absorb these costs.

## **MEMBERSHIP COMMITTEE REPORT**

Mr. Jim Utt presented a high-level review of recent Membership Committee activity and membership statistics.

Mr. Utt reviewed the talking points intended for engagements with potential corporate and individual members.

There will be a Chapter Presidents meeting on Monday the 11<sup>th</sup> of December. Regional Directors are needing to discuss, at a minimum:

- New Chapter System- Billhighway
- What events are they hosting next year
- What assistance do they need from AOC

Chapter training will be provided during the convention on Billhighway and STEM projects that can be conducted in their local area.

Chapter start-up activities ongoing in Poland, Lithuania, and India. Revitalization activities continue for Dallas, Spacecoast (Melbourne, FL), Aardvarks (South Africa), Greater LA (Los Angeles, CA), and Desert Sun (Tuscan, AZ).

Committee is currently reviewing the current Chapter of the Year model.



There were two (2) chapter sustainment requests: Patriots Roost for \$1500 and Metropolitan Chapter for \$580.

Executive Director Frost highlighted a lot of chapters have been requesting support from Glorianne to recruit and retain members. It is the Regional Director and Chapter responsibility to perform these actions. We need to pull these requests back to the correct people with the responsibility for these activities.

Regional Director reports were provided to the Board.

## CLOSING COMMENTS

President Hinkley introduced the 2024 EXCOM:

- Brian Hinkley – President
- Tony Lisuzzo – President Elect
- Jim Utt – Treasurer
- Dennis Monahan – Secretary
- Erik Bamford – International Representative

It was **MOVED and SECONDED** (Hinkley/Brockermeyer) to **APPROVE** the 2024 EXCOM as described. **MOTION PASSED.**

President Hinkley identified that the Nomination & Elections Chair needs to be approved by the Board.

It was **MOVED and SECONDED** (Hinkley/Schallheim) to **APPROVE** Mr. Frank Ball continuing as the Chair for the Nomination & Elections Committee. **MOTION PASSED.**

President Hinkley also asked all members to review and sign both the Code of Ethics and the Conflict of Interest paperwork for moving into 2024.

President Hinkley closed on a need for the Board to engage with members during the convention and provide information and insights on why this association is well worth their investment. Make sure you ask the question ‘What else can I do for you?’

It was **MOVED and SECONDED** (Hinkley/Murphy) to adjourn the meeting. **MOTION PASSED.**  
President Hinkley **ADJOURNED** the proceedings at 1600 hours EST, 10 December 2023.

## RESPECTFULLY SUBMITTED

Presented by the Secretary for APPROVAL by the Board of Directors on 7 March 2024.

*Dennis Monahan*

\_\_\_\_\_  
Dennis Monahan, Secretary

7 March 2024

\_\_\_\_\_  
Date