

# Board of Directors

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

## MINUTES

06 June 2024



### THOSE PRESENT

#### Executive Committee

- Brian “Hinks” Hinkley, President
- Tony Lisuzzo, President-Elect
- Dennis “Mancub” Monahan, Secretary
- Jim Utt, Treasurer
- Erik Bamford, International
- Shelley Frost, Executive Director

#### At Large Directors

##### 2024

- Nino Amoroso
- Steve Oatman

##### 2025

- Ken Dworkin
- 📞 Dr. Haruko Kawahigashi

##### 2026

- Scott Oliver
- Paul Vavra

#### Appointed Directors 2024

- Frank “Cowboy” Ball
- Ken “Kilo” Parks

#### Regional Directors

##### 2024

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

#### Regional Directors

##### 2025

- Amanda Brockermeyer, Pacific
- Erik Bamford, International I
- Mark Schallheim, North-Western

#### Regional Directors

##### 2026

- Maj. Brandon Coleman, Southern
- Myles Murphy, Northeast
- JP Kim, International II

#### Immediate Past President

- Glenn “Powder” Carlson

#### Board of Governors (non-Voting)

##### 2024

- RDML (Ret) Tim Kuehhas
- Mick Riley

#### Staff and Others (non-Voting)

- Shelley Frost
- Tony Ramos
- Ken Miller
- Glorianne O'Neilin
- Bob Andrews
- Kathy Hartness
- Hollann Schwartz
- Michael Brock
- Raleigh Levitt
- 📞 Chuck Quintero

**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** in person at 1130 EST, Thursday, 6 June 2024 in the Chesapeake conference rooms at the Gaylord National Resort and Convention Center. President Hinkley called the meeting to order.

## SECRETARY REPORT

Minutes for the 7 March 2024 Board of Directors (BoD) meeting were posted as readalouds for member review and approval. Highlights were presented to the Board.

No Action Items (AI) were opened or closed during the 18 April 2024 meeting.

It was **MOVED** and **SECONDED** (Varva/Lisuzzo) to **APPROVE** the minutes from the 18 April 2024 AEF meeting. **MOTION PASSED.**

## EXCLUSION RESOLUTION

President Hinkley provided background information on the Exclusion Resolution. This document is an annual resolution adopted by an organization's governing body in which the governing body agrees to exclude certain officers or directors who do not require access to classified information. Our international directors are the focus of this resolution. The resolution affirms that the person in this position will not require or have access to classified information and does not occupy a position that would enable them to adversely affect the organization's policies or practices in performance of classified contracts.

It was **MOVED** and **SECONDED** (Carlson/Parks) to **APPROVE** the Exclusion Resolution as presented. **MOTION PASSED.**

## FINANCE COMMITTEE REPORT

Mr. Jim Utt, Treasurer, provided a review of the 2024 financials.

Overall account balance stands at \$5,380k as of 30 April 2024 with Contingency Operating Reserve Fund set at \$2.448 million dollars and the Capital Expenses Reserve Fund at \$146K dollars. Annual planned obligations amount to ~\$437K for 2024; P/L Estimate at -\$555k; and "Extra Funds" at \$1.883 million.

It was **MOVED** and **SECONDED** (Varva/Ball) to **APPROVE** the FY24 Treasurer's Financial Report as presented. **MOTION PASSED.**

## INDEPENDENT AUDITOR'S REPORT

SNYDER COHN, PC provided an overview of the recent financial audit that was conducted by their organization on the AOC.

**Opinion:** SNYDER COHN, PC audited the accompanying financial statements of Association of Old Crows (AOC) (a nonprofit organization), which comprise the statement of financial position as

of December 31, 2023, and the related statements of activities and change in net assets, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

The financial statements referred to above present fairly, in all material respects, the financial position of Association of Old Crows as of December 31, 2023, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**Basis for Opinion:** The audit was conducted in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. It is required to be independent of Association of Old Crows and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Next Steps:** SNYDER COHN, PC is required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that were identified during the audit. Report on Summarized Comparative Information We have previously audited AOC's 2022 financial statements, and expressed an unmodified audit opinion on those audited financial statements in our report dated April 17, 2023. The summarized comparative information presented herein as of and for the year ended December 31, 2022, is consistent, in all material respects, with the audited financial statements from which it has been derived.

## NOMINATIONS & ELECTIONS COMMITTEE REPORT

Mr. Cowboy Ball stated that he needs to step down from leading the N&E committee as he will be running for a Regional Director (Mt-Western) position. A discussion was held and volunteers were requested to replace Mr. Ball. Mr. Carlson expressed interest in taking the helm of the Nominations & Elections (N&E) Committee.

It was **MOVED and SECONDED** (Murphy/Parks) to **APPROVE** the replacement of Frank Ball with Glenn Carlson as head of the N&E Committee as presented. **MOTION PASSED.**

Mr. Frank Ball outlined the positions and nominees open for election this year:

Cowboy led the discussion for this meeting:

- There are two (2) open positions for At-Large Director and six (6) candidates: Nino Amoroso (MA), Eric Colon (DC), Kevin Finch (MD), Jeffrey Fisher (Austria), Darrin Nielsen (MD), and Lee Kar Heng (Singapore)
- There are two (2) candidates for the Mid-Atlantic Regional Director position: Dennis Monahan (VA), and Jeff Hughes (MD)
- There is one (1) candidate for the Central Regional Director position: Jim Utt (OH)

- There is one (1) candidate for the Mountain-Western Regional Director position: Frank Ball (TX)

It was **MOVED and SECONDED** (Shaw/Parks) to **APPROVE** the Elections slate as presented.  
**MOTION PASSED.**

## STRATEGY COMMITTEE REPORT

President-elect Lisuzzo provided a review of the AOC Vision, Strategy, and the 5 Strategic Goals leading into 2026; articulated that we may want to add some goals (e.g., integrity) and really want to describe who we want to be (our identity).

President-elect Lisuzzo Spoke to the Five Strategic Goals:

1. Grow our global membership commensurate with our market to reach at least 20,000 individual members and 350 industry members by 2026
2. Build an advocacy and communications enterprise to deliver timely and professional resources and support to stakeholders.
3. Diversify streams of revenue to strengthen our ability to adapt to changing business environment
4. Strengthen international programs to reflect our global presence by increasing international membership, enhancing membership experience, and developing a plan to improve member engagement
5. Grow professional development certification and STEM programs in accordance with recently established roadmaps

President-elect Lisuzzo 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 growth
  - Execute the McKinley Assessment/Recommendations
  - Execute on Bill Highway and other systems
  - Evaluate and Challenge Chapters for more involvement
- Advocacy and communications
  - Improve the content we deliver to our members; We want people to turn to AOC first
  - Continue Congressional Outreach and Education
  - Establish a Political Action Committee Revenue streams

- Diversity Streams of Revenue
  - Podcast/Advocacy Analytical Report/Other Multimedia Delivery Channels (Anything That Gets the Message Out)
  - Build on Existing Conferences and Annual Convention – where do we need to expand
- International Growth
  - Increase AOC Outreach at Shows and Develop Relationships for Revenue Growth
  - Continue NATO Subgroup 2 involvement
- Professional Development Growth (Education, Training, STEM, AEF)
  - Implement the McKinley Assessment for certification
  - Build relationships and partnerships with NDU, Stevens Technical University, USSTRATCOM/JEWC
  - Figure out the Purpose and Restructure of the AOC Educational Foundation – raise \$
  - Determine how to support Chapters with STEM

Going forward - will Hold Quarterly Reviews with Staff and BoD/Committee Members

- Active Participation by Applicable BoD Members
- Report Back to President and BoD on Progress to Goals/Objectives identified in the AOP.

Five-Year Strategic Plan - The Five-Year Plan will be reviewed in 2024. A mid-term report will be drafted and sent to the Board for review for discussion purposes (no votes are expected in 2024)

Mr. Bamford raised the question of “where do we, the BoD, see ourselves within the Strategy?” Are we at the top of the value chain? Or contributing to the top-level of the value chain?

- President Hinkley responded to the question as follows: there is a significant wartime footing right now and that is generating a demand. The AOC is supporting a higher-level strategy and ADVOCATES for the “supported organizations”.

## **ADVOCACY AND OUTREACH COMMITTEE UPDATE**

Mr. Ken Miller provided an update on advocacy activities. The AOC has surpassed 100 podcast episodes and assesses this program will continue to grow in 2024 and beyond.

Congressional Outreach Update:

- EWWG Congressional Education Program
  - Session 1, March 15: “Chinese Thinking on the Establishment of Information Dominance” with Dean Cheng

- Session 2, April 9: “Update on the War in Ukraine” with Col. Jeff Fischer
- FY 2025 Defense Budget Update
  - HASC NDAA Mark-up on May 22; Floor consideration during week of June 10
  - SASC NDAA Mark-up beginning June 12
  - HAC-D Subcommittee Mark-up of Defense Appropriations on June 5

FY 25 NDAA Highlights:

- Chief Talent Management Office (CTMO) – Sec. 901
- Funded Compass Call program at PB levels
- Establishment of Army EW COE
- Executive Agent for Countering Threats by Small UAS
- USAF Technical Training COE
- Annual Assessment of Budget for EMSO
- Allied Live Training Program Interoperability
- Feasibility of Establishing a Consortium on the Modernization of Professional Military Education

AOC Legislative Priorities and Focus Areas - EMSO-related trends to monitor

- EMSO Workforce Readiness – DoD simply does not have enough talent to meet the workforce requirements for EMS Superiority. Need for core curriculum education and STEM to attract talent.
- Strategic divestment in platforms and systems that are costly to modernize or face obsolescence and shift to electronics and other EMSO/C4I technologies
- There is a changing DoD mindset on EMS. DOD is beginning to see EMS more as a contiguous maneuver space.
- Investment in Space Control capabilities. There is growing awareness about the imperative of Space control, but apparent lack of alignment with funding (due in part to classified programs).
- Joint Service strategy for development and fielding of UAS systems and related capabilities. DOD and Congress support for Replicator Initiative is important, but apparent lack of coordination underneath.
- Investment in Next-Generation Micro-electronics in support of Ai, including development of neuromorphic chips and other game-changing technologies that have broad implications for SWAP considerations on systems, especially UAS.

- Implementation of Sec. 1683 (FY 24 NDAA) to consolidate and update EW provisions and oversight of EMSSS Implementation Plan.

#### Issue Briefs and Special Projects

- 13 Issue Articles completed
- 8 Conferences/Visits completed
- Hosted the San Antonio EW Workshop (CRADA)
- Planning CRADA-related roundtable at NSWC Crane (June)

#### PAC Update:

- Ad Hoc PAC Committee met May 30
- PAC Bylaws – anticipate Draft Bylaws by August 30
  - Provide a level of structure and accountability
  - Identify Governance Specifics (officers, PAC board size/tenure, reporting requirements, oversight)
  - Identify membership/PAC eligibility parameters
  - Provide procedures for amending bylaws
  - Provide dissolution parameters and process
- AOC Member Education Initiative
  - Chapter Presidents Webinar (1) – August
  - Town Hall Meeting (2) – September and October
  - Resources
    - FAQ (August)
    - Member letter from AOC President (September)
    - Issue briefs (October)
- December BoD Meeting: Vote on PAC Administration Package
- January 2025 – Begin formal establishment of PAC

#### **EDUCATION AND TRAINING COMMITTEE REPORT**

Mr. Ken Dworkin presented a detailed overview of the Education and Training (Professional Development) program purpose - to develop and implement a training and education strategy designed to support the full spectrum of our membership from lifetime members to our newest Crows, from technical experts to non-technical novices, to monitor ongoing professional educational and training

activities and to advise the President and Board of Directors on training and educational matters as they pertain to the Association of Old Crows.

Professional Development Committee proposed vision seeks to help focus AOC activities by bringing group of people together to solve challenges.

Mr. Dworkin described the “as is” portfolio and “to be” model for each of the subcommittees and walked through the EMS Professional Talent Pipeline model as an example for where the AOC can add value.

Mr. Dworkin outlined the proposed subcommittee structure, objectives, and tasks for the following subcommittees:

- Education/Training:
  - Webinars – line up quality webinars for 2025 (2024 slots are booked)
  - Courses – find instructors & course managers, add quality curriculum/course content, query membership for content ideas, increase attendance, refine our business model 3
  - Need help from the Board to QA/QC our current Courses and Webinars (poor quality will cripple our mission of bringing top notch PD to our members) one instructor removed from our library
- STEM Outreach:
  - Update 5-year strategy to focus AOC National efforts on the Society for Science International Science & Engineering Fair and support Science Fair activities
  - EMS articles submitted to Science News with a curriculum a High School Science teacher can use
  - Continue to encourage Chapter level STEM efforts and recognize top program with a monetary award
- Partnerships:
  - DoD, Service school & Senior Military Colleges partnerships – eg, AETC, 479 FTG, 350 SWW, JEWCS, AFSC, DoD CIO, NATO JEWCS
  - Industry partnerships – Rohde & Schwarz, AFCEA, NDIA, SRC, NTIA
  - Academic partnerships – GTRI, Nebraska, UTSA, SRC, Stevens Institute, JHU, Morgan State, Arizona State, etc
- Certification:
  - Review 2020 AOC certification program lessons learned and ideate on solutions
  - Consider INCOSE, IEEE, other viable certification models
  - Update, renew and refine the AOC certification program approach



- Work with Stevens Institute of Technology for pilot instantiation
- Socialize with industry stakeholders

## HISTORY COMMITTEE REPORT

Mr. Wayne Shaw provided an overview on the ad hoc History Committee activities:

- Primarily focused on a monthly article in the JED to celebrate the AOCs 60<sup>th</sup> Anniversary.
- Secondary to the effort is to develop a “History Table” at the Annual Symposium.

It was **MOVED and SECONDED** (Shaw/Shallheim) to **APPROVE** \$1000 for shipping costs for EW artifacts to be shipped to ultimately be displayed at 2024 AOC Convention as presented.  
**MOTION PASSED.**

## FUTURE LEADERS COMMITTEE REPORT

Raleigh Leavitt provided a high-level overview of the brief. Intent is for Christelle to go to school houses to provide information on the AOC and benefits for membership.

Will be attending a Norfolk EW event in August as next steps.

## CLOSING COMMENTS

President Hinkley thanked everyone for participating and highlighted the value of these meetings. Connections are reinforced as members are informed of the activities and challenges across the organization.

President-elect Lisuzzo provided some closing comments as well on being excited about the organization and the path it is on.

It was **MOVED and SECONDED** (Shaw/Monahan) to adjourn the meeting. **MOTION PASSED.** President Hinkley **ADJOURNED** the proceedings at 1600 hours EST, 6 June 2024.

## RESPECTFULLY SUBMITTED

Presented by the Secretary for **APPROVAL** by the Board of Directors on 19 September 2024.

*Dennis Monahan*

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Dennis Monahan, Secretary

6 June 2024

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Date