

International Loran Association
156th Board of Directors Meeting; ILA, Inc. Annual Meeting
October 1, 2012, by Teleconference: 1300 UTC

1. President Sally Basker called the meeting to order at 1300 UTC October 1, 2012

Present:

Sally Basker sally.basker@traxis.co.uk (President)
Zach Conover zach.conover@ursanav.com (Outgoing Vice-President)

Charles Curry charles.curry@chronos.co.uk
Erik Johannessen erikj@megapulse.com (Treasurer)
David Last jdl@navaid.demon.co.uk
Robert Lilley bob@loran.org (Secretary)
Sherman Lo daedalus@stanford.edu
Gerard Offermans gerard.offerfans.ica@ursanav.com
Charles Schue cschue@ursanav.com
Paul Williams Paul.Williams@thls.org
Durk van Willigen D.vanWilligen@Reelektronika.nl

Not Present:

John Beukers jb20@comcast.net (Consulting Past President, non-voting)
Langhorne Bond Queta.Bond@gmail.com (Past President)
Chris Bartone bartone@ohio.edu (See attached statement)
Seung Gi Gug cooksg@hhu.ac.kr
Tamotsu Ikeda ktikeda@mvf.biglobe.ne.jp
Jacques Manchard jacques.manchard@developpement-durable.gouv.fr

2. Quorum: Eleven of the possible sixteen Members are present, constituting a quorum.

3. Agenda: President Sally Basker accepted an agenda change. Zachariah Conover requested announcement of the results of the 2011 ILA Election, which had not previously been placed in the record.

4. Annual Meeting: This 156th BOD meeting was designated by unanimous consent as the 2012 Annual Meeting of the Association, for annual reporting of Board membership and other data as required by the U.S. State of Massachusetts from corporations organized there.

5. Minutes: Minutes of the 155th ILA Board of Directors Meeting, held on May 6, 2011 by teleconference and sent to BOD members previously by e-mail, were presented for correction and vote. There were no action items pending from that meeting. The minutes were APPROVED as presented, by voice vote.

6. 2011 Election Results: Zachariah Conover asked for announcement of the 2011 election results. The results were provided to the group by the Secretary:

Sally Basker was re-elected President. Four incumbent Directors -- David Last, Sherman Lo, Charles Curry and Jacques Manchard were re-elected to 3-year terms starting in November 19, 2011, and Erik Johannessen was appointed Director for the term also starting November 19, 2011.

Jacques Manchard and Charles Curry were appointed Directors prior to this election, and both were elected to the Board. Current Vice President Zachariah Conover did not run for re-election and so leaves the Board today.

Two appointed Directors slots are vacant, and no VP replacement has been appointed.

7. Future of the ILA: Charles Schue reported for the ILA 2020 Committee

Background: The International Loran Association (ILA) Board of Directors (BOD) is in receipt of a report from its ILA2020 Committee regarding the future of the organization.¹ President Sally Basker called this 156th BOD meeting to accept and take action on this report.

Charles Schue reported for the committee. At the November 10, 2010 ILA Board meeting in London, the ILA 2020 Committee was formed and was tasked to look into options for the future of the ILA. Langhorne Bond was named committee chair, members are Sun-Gi Gug, David Last, and Charles Schue, and James Doherty was included as an advisor. Circumstances later resulted in Charles Schue taking on the leadership position in Mr. Bond's unavailability.

Meetings were held using e-mail and telephone conference. Charles Schue also took opportunities to meet individually with each member at various professional conferences.

The committee briefed President Sally Basker at the European Navigation Conference in late 2011 and discussed the details. The report was delivered in the form of slides outlining the committee's activities and recommendations. The last two slides (attached to these minutes) contain detailed guidance for implementation.

- **Dissolve and wrap up the affairs of the ILA in a dignified fashion.**
- **Endow an annual award in the name of the *Wild Goose Association* at the ION.**
- **Endow an annual award in the name of the *Wild Goose Association* at the RIN.**

Sally Basker clarified that the endowment of awards is dependent upon identification of sufficient ILA funds after close-out costs are incurred.

a. Dissolve the ILA

President Sally Basker polled those present. **Agreement** was unanimous, with the following comments and discussion:

¹ S. Gug, D. Last, C. Schue, "International Loran Association, 2020 Sub-Committee Report", January 2012

Erik Johannessen – Chris Bartone e-mail (see attached) is noted. Erik expressed sympathy with Chris’s position, but agreed with the recommendation.

Charles Schue – Expressed sorrow, but pointed out that facts steer us toward dissolution, partly due to a lack of enthusiasm and volunteers. He talked with representatives of the Royal Institute of Navigation (RIN) and the Institute of Navigation (ION) for alternatives. There is no problem getting LF-related papers into conferences of both organizations, but neither is interested in a new “track” or “group” specific to terrestrial or low-frequency PNT. In response to a question, Mr. Schue elaborated that there indeed is a Military group being developed within ION – also possibly one for PTTI – but that ION is just keeping the Joint Navigation Conference (JNC) and the Global Navigation Satellite System (GNSS) meeting as major divisions, beyond the ION’s own general conferences.

Those conversations also identified ION’s need for a large deposit to consider a new division. ION’s representatives were not firmly against it, but it requires voting, money and council actions.

Zachariah Conover – The decision comes down to resources. We don’t have good financial means or other resources (such as volunteers).

Robert Lilley - There are appropriate opportunities for presentations and publication with other groups. Mainstreaming those papers saves travel, expense, and potentially duplicate effort. In the USA, if the LF system returns, it will be integrated as part of a larger PNT service. Members would see need to present at RIN and/or ION additionally.

He expressed regret at the loss of the ILA meetings with good friends made over the years, and carried ILA Operations Center director Ellen’ Lilley’s similar feelings that the ILA community is a significant part of our lives. The group is urged to close out the ILA gracefully.

David Last - Expressed support for the recommendation with regret. However, it appears to be the only alternative.

Board member Chris Bartone could not attend, but submitted an e-mail statement (attached), which offered suggestions for alternative Association combination with others, and encouraged the use of the ION’s Virtual Museum as a repository for items of historical interest. His statement also said that he would agree with the majority vote.

Note that the Asian countries are not represented in person. Tamotsu Ikeda sent e-mail on September 30 giving proxy to the Secretary, but he gave no detail as to his position. Charles Schue indicated that Sun-Gi Gug was a committee member and did agree with its recommendations. He also reported that Japan has indicated they are shutting down their Loran system starting in 2014.

The discussion closed with Sally Basker’s observation that there is unanimous and majority Board agreement with the recommendation to dissolve the Association.

b. The recommended closure date

The committee recommended September 30, 2012 as the close-out date. The Board **agreed** unanimously that this date should be changed to December 31, 2012

c. Recommendations for annual awards at ION and RIN

Again, concern over the cost of such awards and the sufficiency of ILA funds was stated. After discussion, the Board **agreed** to leave this implementation to the close-out committee.

d. The ILA Close-Out Committee

A smaller group which is in closer contact was suggested for close-out implementation. Sally Basker asked Robert Lilley (working with Ellen at the Operations Center), Erik Johannessen (financial matters) and David Last (communications and press matters) to serve. This committee was **approved** unanimously.

The committee was charged to meet as needed and to close down as far as possible by December 31, 2012, and to stay in communication with Sally Basker.

Discussion ensued on several of the details of close-out:

Charles Schue reported that we have decided to dissolve, but most are volunteers. During 2020 Committee work, members sought helpers, but found it difficult to locate people to commit to the close-out work. He recommended experts in specific areas be hired for short periods, to help us wrap up professionally. The ILA is formally incorporated under USA (Massachusetts) law, and we probably need assistance to do it correctly. There was general **agreement**.

Robert Lilley commented on several aspects of close-out involving the Operations Center. Likely near-term activity involves an ILA inventory and the preparation of 2012 income-expense material for Erik's people. On hired-help, he suggested that appropriate people exist in the Santa Barbara area to appraise inventory value and consult if necessary, but that legal and financial help likely would be better obtained in Massachusetts, where the official close-out will occur. Robert will review our Constitution and ByLaws for any guidance on close-out requirements.

Erik Johannessen : Anticipated the financial (tax) report for year ending September 2011 could be ready by December 31, but that the report for October through December would likely be filed closer to March 31, 2013.

e. Other business

Sally Basker polled the attendees to ask if any member desired to introduce other business. There was a brief discussion by several attendees centered on the “message” we present to members, and ultimately to the public.

In response to questions and comments from Charles Curry, Durk van Willigen and Paul Williams, **David Last** stressed that those who are working to continue eLoran need a positive message, not just a shut-down. Subcom and board need to think about content of the message? David has agreed to be our communicator during the close-out committee process.

Paul Williams – We need a message for the **xxx** meeting during the week of October 8. David Last agreed that the subject might come up, but considered it unlikely, as there has not been much news on Loran recently. If a journalist asks about the subject, David will be at the meeting and can be the spokesperson if needed.

Gerard Offermans – Requested that the ILA eLoran Definition Document remain available on the Internet. RQobert Lilley responded that it is at the loran.org site now, and will certainly be among the documents transferred to the ILA archive once a host is identified.

Sally Basker asked David to draft a release. We should not releases a statement until we have to, while we get close-out details arranged. David Last agreed to do this, and to keep the message positive.

President Sally Basker thanked Board member Paul Williams for today’s conference call arrangements, and thanked the Board members for their participation.

8. Adjournment: The meeting was adjourned at 1338 UTC, October 1, 2012

Action Items:

ILA Close-out committee to carry out the 2020 Committee recommendations and Board suggestions with a December 31, 2012 target date for completion.

Committee to meet as needed by e-mail or tele-conference and remain in contact with President Sally Basker.

All communication outside the Board is to be coordinated with the Board prior to release, to protect the “message” and avoid damage or misunderstanding in areas which remain sensitive to LF PNT system development.

David Last was asked to prepare a first-release message for use if circumstances demand an early response to questions about close-out of the ILA.

References:

- **Chris Bartone message to Board members**
- **ILA 2020 Committee Recommendations Detail**

Delivered-To: bob@loran.org

Date: Mon, 01 Oct 2012 05:38:41 -0700

To: Robert Lilley robert.lilley@cox.net [Forwarded to Board members]

From: "Chris G. Bartone" <bartone@ohio.edu>

Subject: Re: Fwd: ILA Way Forward

Hello to all:

Again, sorry but I will not be able to attend the telecon this morning, as I will be in the classroom. I have talked to Bob Lilley at ION GNSS 2012 and others, I understand that there have been discussions on what the ILA should do moving forward. I also have reviewed the attached briefing. Here are my thoughts.

1. I do not feel the ILA should be dissolved. I feel viable options would be:

1a. Transition the ILA functions, temporarily or permanently to another more active region of the world where Loran actively being used (e.g, UK). However, that would assume someone active is willing to take the reins and run with it.

1b. Change the name of the ILA and bylaws to be more inclusive of other navigation methods. This could be a name that would reflect, everything but GNSS, or a name that would be inclusive of all navigation methods (including GNSS). Going back to the old name "Wild Goose" is an option, but I always felt that name required some explanation to a new user.

1c. Allow the ILA to lay dormant until a future time.

With all of that said, if there is consensus to dissolve, then I will not oppose.

On a separate topic, I would like to make a push for ILA members and friends to consider submitting an entry into the ION Virtual Navigation Museum. This is a way to help promote and preserve the rich history in Loran that we have all spent many years of lives on. See www.ion.org/museum . Click on some of the entries to see what the scope of each entry is. An entry usually includes an item (picture of a receiver, method, antenna, system, etc.) and a description, with a point of contact at the bottom, so there is a sense of authorship. Significant document submissions are also welcome. Submission format can be via the web site, or Word file emailed to me at bartone@ohio.edu. The submission is reviewed by our ION VNM board and will be put onto the ION web site once approved. See <http://www.ion.org/museum/itemSubmission.cfm> for details or just give me a call. I would also like the ILA Board permission to use the ILA data base to email current and past members about submission of Loran entries into the ION VNM. OK?

Regards, Chris...

Recommendation Details -1 [of 2]

- Dissolve the ILA.
- Wrap up the affairs of the Association by December 31, 2012.
- Close the ILA Operations Center (OpCen).
 - Fund the OpCen to oversee legal and financial dissolution.
 - Select BOD members to assist as necessary with dissolution and endowed awards.
- Hire outside counsel to work with the OpCen to wrap up the affairs of the Association:
 - Cancel EIN, business permits, licenses, fictitious names, etc.
 - Report Corporate Dissolution (Form 966).
 - Determine if there are any Association assets, and recommend disposal.
 - Determine if there is any Association IP, and recommend disposal.
- Hire an outside financial accountant to work with the OpCen to close the Association books, and perform a final audit of the finances.
 - Transfer Award Endowment funds to ION and RIN, as appropriate.
 - Ensure all payments, debts, liabilities, and obligations are current.
 - Cancel any automatic payments (insurance, permits, safety deposit box, etc.)
 - Prepare and submit final taxes.
 - Close bank account(s), credit card(s), etc.

Recommendation Details – 2 [of 2]

- Endow an annual award in the name of the Wild Goose Association at the ION and RIN.
 - “Novel” or “new thinking” innovations in PNT applications or business.
 - Fund with liquid assets remaining at closure.
- Dispose of the Association domain name(s), email(s), and website.
- Archive the records, reports, documents, and published works of the Association (e.g., Proceedings, Loran Lines) to electronic media.
 - Distribute this archive to all paid-up members of the Association.
- Hold a final BOD meeting to vote for and document dissolution.
- Notify ILA members of the decision to dissolve the Association.
 - Recommend notification be made O/A October 1, 2012.
- Do not renew memberships, hold elections, arrange conferences, or perform any Association functions not directly contributing to dissolution.
- Prepare any final medals and awards of the Association.
- Recommend disposal of historically significant items:
 - Flag, “Goose Call”, Corporate documents, archive, etc.
 - Maintain a safety deposit box for some legally required period to hold the final records and documents of the Association.