

Resilient Navigation & Timing Foundation

Board of Directors Meeting Minutes

October 18, 2018

I. Convening

The board met at the offices of Womble, Bond, Dickenson, LLP in Tysons Corner, VA from 10:00am to 11:30am Thursday, October 18, 2018. Mr. Dana Goward, and Mr. Martin Faga, attended in person, Mr. Charles Schue attended by telephone. Ms Nancy Smith sent her regrets.

The proposed agenda for the meeting was discussed and approved.

II. Approval of the minutes from prior meetings

The revised minutes from the May 29th board meeting were approved. The minutes from the September 7th board meeting were reviewed and approved with two slight amendments.

III. Consultation with Attorney and Amendment to Bylaws

The board met with Mr. Jeffery Cohen and Ms Susan Kim, attorneys at Womble, Bond, Dickinson. Two issues regarding the foundation's bylaws were discussed – (1) re-election of directors, and (2) the composition of the board regarding directors having a financial interest in the outcome of the foundation's work, and those who do not have a financial interest. Based on the discussion with the attorneys, the board amended the bylaws as per the attached resolution.

IV. Regular Business: Detailed information on the foundation's recent activities and finances for the month of September was provided in advance of the meeting. The board reviewed these written reports.

V. New Business

a) The board voted (Mr. Goward abstaining from the discussion and vote) to reimburse the Executive Director for travel expenses for September in the amount of \$163.06, funds permitting.

b) The board discussed and approved the attached new charter for the Foundation's International Advisory Council.

c) The board discussed electing a fifth director and what a solicitation for nominations would look like. Mr. Goward will draft an email to the RNT Foundation membership asking for nominations. This email will be reviewed by the board before it is sent.

d) Mr. Schue complimented Mr. Goward on the most recent member update. He mentioned that the workload associated with running the foundation was substantial and seems to have increased. He expressed a desire to consider increasing Mr. Goward's stipend at the next board meeting.

Martin Faga

Martin Faga, Chairman of the Board

Attachments to minutes:

Resolution to Amend Bylaws, 18 October 2018
Charter for RNTF International Advisory Council



Amendment to RNT Foundation Bylaws

October 18, 2018

The Resilient Navigation and Timing Foundation bylaws are hereby amended as follows (new text indicated in bold, text to be eliminated lined through):

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws.

Section 2. Number, Term and Qualification. The number of Directors of the corporation shall be not less than three nor more than seven. Each Director shall hold office for two years and until a successor is elected and qualifies. ~~provided, however, that a Director may be elected for a one year term to establish two classes of Directors with approximately half of the Directors having terms ending in the same year.~~ Each Director shall be a Regular Member of the corporation but need not be a resident of the ~~State~~ **Commonwealth** of Virginia.

To avoid the appearance of conflict, and ensure strict adherence to laws governing administration of charities, a majority or more of RNTF board members shall have no financial or commercial interest in the outcome of the foundation's efforts. All candidates for board membership shall affirm they have no financial or commercial interest in the outcome of the foundation's efforts (a "Community Candidate"), or shall affirm that, although they may have a financial or commercial interest in the outcome of the foundation's efforts, they will follow the conflict-of-interest policy and will make decisions, where not conflicted, that will prioritize the needs of RNTF to achieve its charitable purposes (a "Business Candidate"). Financial and commercial interests include employment by a company that has or seeks to provide positioning, navigation, and timing (PNT) services or equipment, investments in such companies (except when included as a part of a mutual fund or other managed portfolio), and efforts or intentions to engage in such activities. A Community Candidate shall be nominated when needed to maintain a majority of Board members who do not have a financial or commercial interest in the outcome of the Foundation's efforts.

Section 3. Election of Directors. Directors shall be elected at any annual or special

meeting of the Board of Directors by a vote of a majority of the Directors present and voting. **Directors may serve multiple and sequential terms of office.** ~~After the first three years, the Board of Directors may establish procedures to provide for election of some or all directors by a majority vote of the Members at the annual meetings. A foundation or individual providing more than fifty percent of the corporation's operating costs, or the equivalent of five million US dollars, whichever is less, in any given fiscal year, may appoint a Director to serve for one year beginning the following fiscal year."~~

Martin Faga

Martin Faga, Chairman of the Board



Resilient Navigation and Timing Foundation

Advisory Council Charter

18 October 2018

Introduction - The Bylaws of the Resilient Navigation and Timing Foundation state that the Board of Directors

"...may appoint one or more persons to the RNT Advisory Council who have acknowledged expertise in resilient navigation and timing, as well as other areas of expertise important to the foundation. The Advisory Council shall provide information and recommendations to the Board of Directors and membership on policy, technology, and other issues that may affect the organization."

This charter establishes the third Advisory Council and outlines the general procedures by which it will operate.

Membership - Advisory Council Members shall normally be appointed to serve for a period of two years, though the board may choose to vary this upon occasion in order to prevent the entire membership from changing at the same time. There is no limit upon the number of times an individual may be reappointed.

The following persons are appointed to the Advisory Council as of the date of this charter:

Professor David Last (United Kingdom)

Dr. Refaat Rashad (Egypt)

Prof. Jiwon Seo (Republic of Korea)

Mr. Martin Foulger (United Kingdom)

Mr. Andrew Bach (United States)

Mr. Ed Sayadian (United States)

Mr. William Porter (United States)

Mr. James Durham (United States)



A member may be removed at any time for just cause at the discretion of the Board of Directors. The Board of Directors may appoint additional members of the council at any time.

Meetings - In-person meetings will normally be held twice a year to coincide with the meetings of the United States national PNT Advisory Board. Agendas will be provided 30 days or more in advance. Attendance is not mandatory.

Work Program - The Advisory Council will provide advice to the Board of Directors in the course of its semi-annual meetings, and between meetings when requested by the board or when the council wishes to offer it at its own initiative. E-mail will provide sufficient documentation for such advice, unless otherwise requested or desired. Informal advice need not be documented.

Record of Meetings - Minutes of Board of Directors meetings shall reflect when Advisory Council advice has been received and considered. Other relevant issues shall be noted for the record.

Martin Faga

Martin Faga, Chairman of the Board