

Robotics Consortium Organizational Meeting(s) **17-January 2008**

Summary

84 members of Industry representing 67 companies, higher education institutions, and non-profit organizations met on 17-January-08 to discuss whether and how a defense robotics consortium might be formed in response to the government Industry/Academia meeting held the previous day. There was a strong cross-section of interests represented in the meeting. Much of the morning was dedicated to presentations and discussion on various aspects of current operational defense related consortia and various key issues and other topics related to the proposed formation of a defense robotics consortium.

The meeting participants overwhelmingly agreed that there was potentially great value in the formation of such a consortium and that we should collectively attempt to form such a consortium. The meeting participants further selected a 26 member steering committee and authorized them on their behalf to (1) submit a non-binding letter of intent to the government, (2) develop a Consortium Management Agreement for their subsequent consideration and approval that documents the proposed terms and conditions under which the Consortium would operate, (3) name a single point of entry for the proposed consortium for the purpose of commencing discussions with the government regarding potential terms and conditions for the proposed Section 845 Other Transaction contract vehicle, and (4) commence other activities that the steering committee might deem necessary to the potential formation and operation of the proposed consortium, including the process of selecting a lead/administrative entity or agent.

During the subsequent initial steering committee meeting Joe Dyer was elected Chairman of the committee and Bill Thomasmeyer was elected Vice-Chair. Various tasks associated with forming the Consortium were organized into 5 areas and leads and volunteers for each of the areas were identified. A Web site was set up with controlled access that will enable members of the Steering Committee to communicate with one another, post documents, share files, etc.

Background

In response to the government's intentions disclosed at the Ground Robotics Industry/Academia Day on 16-January-08, a "A "Robotics Consortium Organizational Meeting" was held on Thursday, January 17th, 2008, from 0900 until 1500, at the George Washington University, Marvin Conference Center, 800 21st Street, NW in Washington D.C. under the auspices of the NDIA Robotics Division. This meeting was intended to provide an opportunity for companies, universities, and other organizations to collectively indicate their level of interest, identify major issues, discuss potential structure and concepts of operation, and otherwise address topics related to if and how industry, academia, and other organizations might organize itself into such a defense robotics consortium.

The meeting was attended by 84 individuals representing 67 companies, higher education institutions, and non-profit organizations. The companies present represented a strong cross-section of large companies, small companies, academia, and non-profits. A vast majority of the companies and organizations that to date have been predominately involved with defense ground robotics related research, development, and procurement activities were represented, including iRobot, Foster-Miller, REMOTEC (Northrop-Grumman), Lockheed Martin Fire & Missile, Boeing, General Dynamics Robotics Systems, BAE, and the Carnegie Mellon University National Robotics Engineering Center. A significant number of the companies present categorized themselves as “non-traditional” according to the criteria presented by the government in the meeting the day before. Several companies with expertise relating to consortium management were also present.

The meeting was hosted by the NDIA Robotics Division and paid for by attendees. David Brodine was recruited by NDIA to facilitate and lead the meeting. Mr. Brodine is a retired Honeywell executive with over 40 years of experience in US and international defense and related system and technical program management who currently heads his own consulting practice. He was a member of the organizing committee and is currently a member of the Executive Committee for the National Small Arms Consortium. As such and as a result of having no vested interest in the results of the meeting, he was well-suited to both serve as a defense consortium SME and lead the meeting.

Proceedings

Joe Dyer, as President of the NDIA Robotics Division welcomed everyone, initiated a sequence of around the room introductions, and invited input on the draft meeting purpose, desired outcomes, and agenda that had been provided in advance. There being no substantial changes proposed, the meeting was turned over to Dave Brodine who walked us through an overview of the two current operational consortiums contracted by the US Army Picatinny Arsenal and a comprehensive presentation on the National Small Arms Technology Consortium (NSATC), including scope, value, impact, development approach, structure, organization, committees, activities, funding, challenges, processes, issues, and other related topics. During the course of the presentation there were several questions and some discussion on the information he presented. Dave then led us through a presentation and discussion on the proposed defense robotics consortium, including benefits to the government, benefits to the community, various key issues and concerns, potential models, con-ops, and structures, and other topics regarding a path forward.

There was much discussion regarding the “goodness” of forming such a consortium, the various challenges associated with forming a fully capable consortium in such a short time frame, what needed to be included in the government’s requested letter of intent (LOI), and we could proceed with forming the consortium. The group concluded (1) that we did in fact collectively desire to form such a consortium and (2) that we needed to form a “steering group” and delegate to them the authority to effectively and efficiently address these and other consortium formation related issues.

There was discussion regarding several issues pertaining to the steering committee, including what its primary function should be, what its life should be, etc. After much discussion, it was documented on flip charts that that it should in fact be referred to as a steering committee (vis-à-vis an “organizing” committee), that it should only operate until the consortium is “stood-up”, and that its charter should be limited to (1) devising and submitting the letter of intent, (2) reaching out to non-traditional companies and organizations to potentially join the proposed Consortium, (3) commencing work on selecting a lead entity, (4) interfacing with the government, (5) developing milestones and timelines for the Consortium formation, (6) developing a proposed Consortium organizational structure, and (7) developing a Web site for generally communicating progress.

Attention then turned to how the steering committee should be formed. One recommendation was to utilize the existing NDIA Robotics Division committee management structure. Another was to solicit broader participation by circulating a sheet whereby attendees could indicate their interest in serving on such a steering committee. Such a sheet was circulated and 38 individuals initially signed on. Each such person was given an opportunity to briefly speak as to their background, qualifications, and interest in serving in this capacity. Seven of the listed individuals were also flagged as volunteers currently involved with NDIA Robotics Division management. It became apparent that several individuals who had signed up represented organizations likely to have an interest in pursuing the potential opportunity to serve as the lead administrative agent for the consortium. It was proposed and overwhelmingly approved that any such volunteers for the steering committee be given an opportunity to declare their intentions to do and that they not serve on the steering committee that in fact being the case. It was also proposed and overwhelmingly approved that there only be one representative per company on the steering committee.

Individuals representing seven organizations declared their intention to pursue the lead entity opportunity and several others withdrew their names due to the one individual per company restriction. This reduced the final list to 26 individuals. It was then proposed and overwhelmingly approved by all those present that these individuals be appointed to serve on the steering committee.

The issue was raised as to whether to instruct the steering committee to restrict the potential lead entity opportunity to only those organizations present that had just declared their intentions. This in turn led to a discussion as to the general wisdom of imposing specific limitations, guidelines, restrictions, etc. on the steering committee thereby potentially impacting its ability to perform the functions documented earlier. After some discussion, it was generally agreed that the steering committee should be left free to try and achieve objectives consistent with the limited charter agreed to earlier.

The general meeting was then adjourned so that the steering committee could conduct its initial meeting.

Steering Committee (SC) Proceedings

Jeanne Dietsch volunteered to serve as interim Chairman. The first order of business was to select a Secretary for the meeting. Bill Thomasmeyer was so designated. The second order was to elect a Chair of the Steering Committee. Joe Dyer, Bill Thomasmeyer, and Chuck Jacobus were all nominated. Each candidate was asked to give a short statement and Joe Dyer was overwhelmingly elected by private ballot. It was suggested that we further select a Vice-Chair and that agreed that Bill Thomasmeyer by nature of finishing second in the balloting should serve in that capacity.

Joe asked that we start by going around the table and giving each member an opportunity to re-introduce himself/herself, indicate any particular interest in serving on this committee, and comment on any particular aspect of the day's proceedings and/or the task ahead.

Joe suggested that we start by reporting back to Ellen Purdy that there is high interest in the formation of the Consortium and that progress has been made. Jeanne Dietsch volunteered that we could use a capability on her company's Web site to set up a private area for the steering committee's exclusive use that will enable members under individual password control to broadcast messages to one another, post documents, and otherwise readily share information with one another. Other insights/comments/suggestions/etc. followed.

It was suggested that we investigate with the government if/how we might form an interim/preliminary, limited scale Consortium in order to meet JGRE's specific, short-term request for industry to provide input to the FY09 planning cycle, while industry works through the details of forming a fully functional Consortium and negotiating the OTA with the government. It was suggested by several members that we need to organize around certain work tasks and form groups to address each on. One member has experience working with the Small Arms Consortium and another is based near Picatinny and can provide some local liaison support.

The question was raised as to how far the SC should go in terms of its authorized activities and whether it should opt for an early vs. a late hand-off to an elected Executive Management Committee. After some discussion, it was generally agreed that the SC will lean towards a later hand-off and undertake to: (1) submit a non-binding letter of intent to the government, (2) develop a Consortium Management Agreement (CMA) for potential members' subsequent consideration and approval that documents the proposed terms and conditions under which the Consortium will operate, (3) name a single point of entry for the proposed consortium for the purpose of commencing discussions with the government regarding potential terms and conditions for the proposed Section 845 Other Transaction contract vehicle, and (4) commence other activities that we might deem necessary to the potential formation and operation of the proposed consortium, including the process of selecting a lead/administrative entity or agent. Upon adoption of the CMA, the Consortium will officially exist and the SC will hand-off oversight responsibility to an Executive Management Committee duly elected under the terms and conditions contained in the approved CMA. During this discussion the point was raised as to the nature of the relationship between the Executive Committee and the company or entity engaged to manage/administer the Consortium. It was immediately suggested and readily echoed by members of the SC that the "Management Company" would function at the discretion and direction of the Executive Committee.

Discussion then turned to the LOI. The government indicated that the LOI needs to be from “somebody” and designate a single entry point or entity authorized to represent the proposed Consortium’s collective interests. Yet, there was general agreement that the SC will not be able to assess and determine how it should organize (e.g. whether as a new corporate entity, by designating a lead company or institution, hiring a contractor to operate, etc.) and/or select a lead entity in time to meet the government’s deadline for the LOI of next Friday. Joe raised the question then as to who the LOI should be from.

It was suggested that we submit the letter somehow under the authority of the NDIA Robotics Division with Joe as its Chairman. Alternatively it was suggested that the LOI designate the SC as the interim single point of entry and that Joe sign the letter as Chair of the SC. Joe expressed his willingness to consider that alternative assuming his authority as such was attested to by officers of the companies represented on the SC. This issue will require further investigation and consideration.

The subject of the content of the LOI was then discussed. There was some thought that it should be fairly nominal and state a fairly broad intent and then subsequent discussion that it ought to contain some degree of substance or “meat on the bones”. We will attempt to locate a copy of an LOI that might have been used to form the DOTC and NSATC as a starting point. This area will require a lot of attention over the next 10 days and likely require the help of legal counsel.

Attention then turned to assigning the work load to designated work groups and assigning lead and secondary responsibilities as follows.

- Letter of intent
 - Bill Thomasmeyer, Jim Daniels
- Governance/Charter (CMA)
 - Bob DaLee, Tim Everhardt, Jorgen Pedersen, Andy Kurdila, Ed Hackett, Paula Brooks, Bill Piersol, Jeanne Dietsch
- Non-traditional member outreach
 - Holly Yanco, Andy Kurdila, Kent Massey, Bill Piersol
- Process for RFI/source selection for admin
 - POA&M – Chuck Jacobus, Mark Gordon, Bill Thomasmeyer
 - Chuck Jacobus , RD Kirk Kirkpatrick
- Liaison with Picatinny
 - Bill Morelli, Don Wolfinger, Ed Hackett
- Liaison with OSD
 - Joe Dyer, Chetna Bindra, Ed Hackett

The meeting was then adjourned.

Immediate Action Items

- Report progress to Ellen Purdy	J. Dyer
- Draft notes from meetings & circulate for comment among the SC	B. Thomasmeyer
- Post agenda, meetings notes, D. Brodine PPT slides, scanned attendance list, flip chart contents, and SC members list on NDIA Robotics Division Web site	B. Thomasmeyer
- Obtain & post copies of the NSATC CMA, OTA, and other related documents to the SC Web site	B. Thomasmeyer