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## MACA BOARD OF DIRECTORS MEETING

February 4, 2016

MACA President Neil Cleveland called the meeting to order at 7:31 a.m. CT at the Renaissance Airport Hotel, St. Louis, Missouri. The following board members were present:

<b>Name</b>	<b>Company</b>
Neil Cleveland	Bayer CropScience
Paul Edsten	DuPont Crop Protection
Matt Ewers	IEDS Logistics
Steve Koziolk	Rosen's Inc.
Dave Mulder	United Suppliers, Inc.
Jason Paris	MFA Inc.
Tom Quade	FMC Corporation
Shelbi Reed	KOVA Fertilizer, Inc.
Tim Riley	AMVAC
Rick Welder	CropLife Media Group

Guests present: Kelly Bray, CropLife America; Susan Macy, DuPont Crop Protection; Jane Hanson, Dow AgroSciences; Liz Hobart, GROWMARK; Jim Jenkins, Syngenta Crop Protection; Jerry Miller, Albaugh, Inc.; Zach Miller, Helm Agro; Jay Morris, Morris Bixby; Barbara Dunn O'Neal, J.D., Barnes & Thornburg LLP; Steve Taylor, MACA Water Consultant/MO-AG; and Matt Wagner, Banjo Corporation.

Staff present: Executive Director Bonnie McCarvel; Michelle Kilper, CAN Coordinator and Becky Kreynest, Administrative Assistant.

MACA Board of Directors absent: Don Bradley, Flowserve; Doug Den Adel, Summit Agriculture Group; John Howe, Winfield Solutions; Gunther Kreps, CPS; Tom Schaefer, Monsanto; Randy Stookey, Kansas Agribusiness Retailers Association and Neil Timmerman, Helena Chemical Company.

At the outset of the meeting, President Cleveland directed the attention of, and compliance by, all persons participating in the meeting to the "Anti-Trust and Fair Trade Practice Guidelines" which are attached to these minutes. President Cleveland also reminded everyone that Barbara Dunn O'Neal, J.D., Barnes & Thornburg, was in attendance to provide legal counsel for the meeting.

**Agenda Change:** At this time President Cleveland announced a change in the agenda. As the result of the merger of United Suppliers and Winfield, John Howe of Winfield has resigned from the board and Dave Mulder of United Suppliers will be the person for the newly formed company. Nominating Committee Tom Quade presented Jason Paris, MFA, Inc. as the nominee to complete the term of John Howe which ends September 2017. Koziolk moved to accept the nomination as presented, Riley seconded the motion. At this time Paris left the room. Discussion followed, motion carried.

**Secretary/Treasurer's Report:** Vice President Ewers presented the Secretary's report dated November 5, 2015. A motion was made to accept the minutes as presented. The motion was seconded. Motion carried.

Vice President Matt Ewers presented the financial reports as of December 31, 2015. A motion was made and seconded to accept the reports as presented, discussion followed, motion carried.

President Cleveland then asked for committee reports as follows:

**Executive Committee:** Vice Chair Ewers provided a report of the executive committee which met February 3. The following actions were taken: Approved creating a task force to review the bylaws for board size and succession planning with Matt Ewers and Tom Quade the leaders to have a report at the June meeting; Discussed options for a tour/group event at the June meeting, discussed the MACA 2016 budget and financial reserve and agreed to discuss further at the June meeting; approved hiring an outside firm to assist with a membership survey at a cost to not exceed \$12,000. A motion was made to accept the report as presented. The motion was seconded. Discussion followed. Motion carried.

**Annual Meeting Committee:** Vice Chair Koziolk reported the committee had met on February 3 and reviewed the 2016 meeting plans to be held in Bloomington, MN as follows: Theme – "Drive to Succeed," potential speakers, golf event, industry tour and registration rates which all increase by \$25 and potential hotel sites for 2017 were identified so that proposals can be obtained and discussed at the June 2016 meeting.

A motion was made and seconded to accept the report as presented. Discussion followed. Motion carried.

**Distribution and Environment (D&E) Committee:** Committee member Matt Ewers reported on behalf of Chairman Lindsey Jackson who was not able to attend the board meeting. The D&E committee had met on February 3 and heard two speakers Ray DeBoer, North Dakota Haz-Chem Coordinator for the ND Department of Emergency Services – Division of Homeland Security spoke regarding specific requirements of storage facilities related to EO 13650 and Jeramie Morris, Dow Chem spoke about NFPA requirements at storage facilities. The meeting was in St. Louis as well as via WebEx.

A motion was made and seconded to accept the report as presented. Discussion followed. Motion carried.

**Crop Production Issues (CPI) Committee:** Committee member Jason Paris reported the committee had reviewed the 2016 Young Leader Scholarship Program and plans for the 2016 Class. Paris reported 9 states had submitted applications and that this year they were awarding 10 scholarships to the following students:

- Iowa State University – Tony Moellers
- Kansas State University – Jessica Bramhall

- Michigan State University – Andrea Rose Williams
- Purdue University – Rachel Stowers
- University of Minnesota – Dillan Smith
- University of Missouri – Carley Esser and Nora Faris
- University of Nebraska – Jennifer Myers
- North Dakota State University – Taylor Kemper
- South Dakota State University – Kyla Mauk

Motion was made and seconded to accept the committee’s report as presented. Discussion followed. Motion carried.

**Industry Communications Committee:** Committee chair Jay Morris reported the committee had met February 3. Michelle Kilper, CropLife Ambassador Network Coordinator, provided an update on the program regarding mailing, presentations, and ambassadors.

Morris reported that Shelbi Reed and Deanna Smith had reached out to fraternities and sororities. Reed reported that one sorority at Purdue was interested in participating in the ambassador program.

Rick Welder reported that he is working on updating the careers in agriculture Power Point presentation for high school students and adults and hope to complete by the June meeting.

Morris reported the committee had discussed and identified potential new members and would be working to contact them to become a member of MACA. They are post patent biologicals

Morris reported that Shelbi Reed will be working with President Cleveland on the membership survey.

Motion was made and seconded to accept the committee report as presented. Discussion followed. Motion carried.

**Regulatory & Environmental Issues Committee:** Water Consultant Steve Taylor reported the committee met February 3 and discussed a variety of issues including water lawsuits and the potential impact on agriculture. Bray provided an update on CLA issues.

Motion was made and seconded to accept the committee report as presented. Discussion followed. Motion carried.

**State Update:** No report

**Executive Director:** McCarvel reported on the 2016 Annual Meeting, plans for 2016, membership renewals, and YLSP.

Motion was made and seconded to accept the committee report as presented. Discussion followed. Motion carried.

### **OLD BUSINESS**

None reported.

### **NEW BUSINESS**

**Welcome:** At this time Jason Paris, MFA, Inc. was welcomed to the board .

**Next Meeting:** President Cleveland reported the next board meeting would be held on Thursday, June 9, 2016 at 7:30 am. The meeting location will be determined once the event/tour is determined.

There being no further business, President Cleveland adjourned the meeting at 9:45 am CT.

Minutes taken by Bonnie McCarvel.

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MACA Secretary

Date

**Attachments to Official Minutes:**

"Antitrust and Fair Trade Practice Guidelines"

**MID AMERICA CROPLIFE ASSOCIATION  
(MACA)  
ANTITRUST AND FAIR TRADE GUIDELINES**

While some activities among competitors in the same industry are both legal and beneficial to the industry, group activities of competitors are inherently suspect under the antitrust laws. Agreements or combinations between or among competitors need not be formal to raise questions under antitrust laws, but may include any kind of understanding, formal or informal, secretive or public, under which each of the parties can reasonably expect that another will follow a particular course of action.

Each individual is responsible to see that topics which may give an appearance of an agreement that would violate the antitrust laws are not discussed at your meetings. It is the responsibility of each individual in the first instance to avoid raising improper subjects for discussion. This reminder has been prepared to assure that individuals in meetings are aware of this obligation.

The following "Do" and "Do Not" highlight only the most basic antitrust principles. Each party and every individual at every meeting related thereto should be thoroughly familiar with his/her responsibilities under the antitrust laws and should consult counsel in all cases involving specific situations, interpretations, or advice.

**DO NOT**, in fact, discuss or exchange information in person, electronically or by other means regarding:

- Individual company prices, price changes, price differentials, mark-ups, discounts, allowances, credit terms, etc., or data that bear on price (e.g., costs, production, capacity, inventories, sales).
- Industry pricing policies, price levels, price changes, differentials, etc.
- Changes in industry production, capacity or inventories.
- Bids on contracts for particular products; procedures for responding to bid invitations.
- Plans of individual companies concerning the design, production, distribution or marketing of particular products, including proposed territories or customers.
- Matters relating to actual or potential individual customers or suppliers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.

**DO NOT** discuss or exchange information regarding the above matters during social gatherings incidental to meetings, or by electronic mail, even in jest.

**DO** adhere to prepared agendas for all meetings and object when meeting minutes do not accurately reflect the matters which transpired.

**DO** understand the purpose and authority of the group.

**DO** consult with your company counsel and your company policy guidelines on all antitrust questions before attending meetings.

**DO** protest against any discussions or meeting activities which appear to violate the antitrust laws; disassociate yourself from any such discussions or activities and leave any meeting in which they continue.

Notes:

- Approved by MACA Board of Directors – June 7, 2001