



## BOARD OF DIRECTORS MEETING

November 7, 2019

MACA President Tim Riley called the meeting to order at the Renaissance Airport Hotel, St. Louis, Missouri at 7:32 am CT. The following board members were present:

<b>Name</b>	<b>Company</b>
1. David Bartine*	XPO Logistics
2. Brian Clark	Schuetz
3. Shelbi Domjen	KOVA
4. Paul Edsten	FMC
5. Lindsey Jackson	Corteva
6. Lisa Klein*	MMI
7. Steve Koziolk*	Rosen's
8. K. Susan Macy	Valent USA
9. Jay Morris	Morris Bixby Group
10. Joe Olson	Helena Agri-Business Group
11. Rodney Schmidt	Bayer Crop Science
12. Randy Stookey	KARA
13. Tim Riley	AMVAC

Those marked with \* participated via conference call.

Guests present: Corey Cables, Koch Agronomic Services; Andrew Kuenker, Corteva; Matt Lawrence, Valent; Mike Lehman, AMVAC; Doug Mertens, FMC; Jerry Miller, Albaugh, LLC; Matt Misichko, J.D., Barnes & Thornburg LLP; Deanna Smith, MFA; Steve Taylor, MO-AG and Jaime Yanes, Albaugh, LLC.

Staff present: MaryEileen Rufkar, Michelle Kilper and Executive Director Bonnie McCarvel.

At the outset of the meeting, President Riley 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 Riley also reminded everyone that Matt Misichko, J.D., Barnes & Thornburg, was present for the meeting. Misichko made a few comments.

**Secretary's Report:** The Secretary's report dated July 24, 2019 was presented by Vice President Jackson. A motion was made to accept the minutes as presented which had been approved by unanimous written consent as a quorum was not present for the July 24 meeting. The motion was seconded. Discussion followed. Motion carried.

**Treasurer's Report:** Vice President Jackson presented the financial reports as of September 30, 2019. A motion was made and seconded to accept the reports as presented, discussion followed, motion carried.

President Riley then asked for committee reports as follows:

**Executive Committee:** Vice President Lindsey Jackson reported the committee had met on November 6 and reviewed the budget. In addition, the committee had met on October 24 via conference call to review plans for the November meeting, contracts, finances, as well as approve Doug Mertens, FMC, as an At-Large Member of the executive committee for a two year term ending September 2021.

A motion was made and seconded to accept the report as presented, discussion followed, motion carried.

**Nominating Committee:** Chair Paul Edsten reported committee had been activated as Greg Welsh had resigned his position on the board as secretary/treasurer effective October 21, 2019.

A motion was made and seconded to accept Greg's resignation as presented. Discussion followed, motion carried.

Edsten then reported that the committee had met and was recommending Rodney Schmidt; Bayer CropScience, to serve as secretary/treasurer. At this time Rodney was asked to leave the room.

A motion was made and seconded to approve Rodney Schmidt as the secretary/treasurer as presented. Discussion followed, motion carried. Schmidt was invited back into the meeting room and congratulated.

#### Bank Signature Authority Ratification

A motion was made and seconded to have Secretary/Treasurer Rodney Schmidt; President Tim Riley and Executive Director Bonnie (McCarvel) Nagel with (McCarvel) Nagel signing checks \$2,000 or less, plus payroll and office rent; and anything greater than \$2,000 requires two signatures with one an officer. Discussion followed, motion carried.

**Annual Meeting:** Chair Mike Lehman presented the goals for the 2020 year as well as ideas for the 2020 annual meeting in St. Louis. Lehman also reported they are planning a survey of membership for some possible changes to the 2021 annual meeting format. A motion was made and seconded to accept the report as presented, discussion followed, motion carried.

**Distribution & Environment:** Chair Lindsey Jackson reported the committee had met and presented the goals for the 2020 year. In addition, the committee had selected Andrew Kuenker to serve as the committee chair for 2020 and they are working on a vice chair. A motion was made and seconded to accept the report as presented, discussion followed, motion carried.

**Production & Environment:** Chair Matt Lawrence asked Water Consultant Steve Taylor to present the report as he was not able to be at the committee meeting. Taylor presented the goals for the 2020 year.

A motion was made and seconded to accept the report as presented, discussion followed, motion carried.

**Industry Communications:** Chair K. Susan Macy reported Joe Olson is the new vice chair for the committee.

#### Ambassador Program

Macy then asked Michelle Kilper to provide the update on the ambassador program. Kilper also presented the 2020 goals for the committee. Discussion followed.

### Young Leader Scholarship Program

Macy asked Jaime Yanes to present the Young Leader Scholarship Program report. Yanes presented the report on behalf of him and co-chair Rodney Schmidt. Plans are to continue the program and continue to seek sponsorship from member companies. The applications are out to colleges in the 13 state region. Discussion followed.

### Membership

Macy reported there are currently 57 paid members for 2019 and that 2 membership applications had been submitted as follows:

- Koch Agronomic Services, Wichita, Kansas with Corey Cables, primary contact. Macy asked Corey to provide a short summary of the company. Corey was then asked to leave the room.
  - A motion was made and seconded to approve Koch Agronomic Services as a basic manufacture for membership. Discussion followed. Motion carried.
- Dunavant Distribution Group, LLC, Pasadena, TX with Dean Bay, primary contact. Macy provided a short update on the company.
  - A motion was made and seconded to approve Dunavant Distribution Group, LLC, as an allied member for membership. Discussion followed. Motion carried.

Macy reported on the membership goals with Tod McClosky leading the membership drive with assistance from Joe Olson. They will also be working on a membership risk assessment to be able to maintain current members.

### Other

Macy reported they are working on a mentorship program and will be reviewing the current awards – education, media, industry vision and ambassador of the year to determine if they are still appropriate and/or any other new awards are needed.

A motion was made and seconded to accept the report as presented, discussion followed, motion carried.

**State Association:** Randy Stookey, KARA, provided an update on issues in Kansas and how they might impact other states and member companies. Discussion followed.

President Riley recessed the meeting at 9:55 am for a short break.

President Riley reconvened the meeting at 10:00 am.

**Executive Director:** Bonnie McCarvel provided a report on membership, the sustainability forum, and other things she has been working on. Discussion followed.

## **OLD BUSINESS**

**Long Range Plan:** Lindsey Jackson reported that as Vice President she is the chair of this committee and the committee will be meeting to review and update and she plans to provide an update no later than the June meeting.

## **NEW BUSINESS**

**Committee Chairs/Vice Chairs:** President Riley reviewed the status of the chairs and vice chairs.

**2019 Financial Review:** President Riley reviewed the proposal from the Filla & Filla, CPAs, PC, to serve as the independent auditors for MACA for the 2019 fiscal year. The estimated cost of the review and preparation of the federal income tax return is \$9,800 - \$10,250.

A motion was made and seconded to accept the proposal as presented, discussion followed, motion carried.

**2020 Budget:** McCarvel inserted the committee requests to the budget and then reviewed the total budget with those present to explain the various line items.

A motion was made to accept the proposal with the stipulation that the 2021 budget projected loss to be \$25,000 or less and that the 2022 budget be balanced (no loss.) The motion was seconded. Discussion followed.

A motion to amend the motion to reduce the loss to 50% in 2021 was made. The motion was seconded. Discussion followed.

A motion to amend the amended motion to approve the budget as presented on the screen was made. The motion was seconded. Discussion followed. On a roll call vote, the motion failed.

A motion was made to amend the main motion to strike "stipulation" was made and seconded. Discussion followed. On a roll call vote, the motion failed.

Motion was made to refer the budget to a committee to be appointed by President Riley to review and report back within 30 days (December 7). Motion was seconded. Discussion followed. Motion carried.

President Riley appointed the following to the budget committee:

- Executive Committee:
  1. Lindsey Jackson
  2. Rodney Schmidt
  3. Paul Edsten
  4. Jaime Yanes
  5. Doug Mertens
- Steve Koziolk
- Joe Olson
- Jay Morris
- Susan Macy

Per President Riley the committee will meet in the next 7-10 days after reviewing his schedule.

**2020 Meeting Dates:** President Riley presented the 2020 dates as follows:

- February 19 – Committee Meetings, St. Louis, MO
- February 20 – Board Meeting, St. Louis, MO
- June 10 – Committee Meetings, St. Louis, MO
- June 11 – Board Meeting, St. Louis, MO
- July 31 – conference call with board (Approve award nominees.)
- September 8-10 – MACA Annual Meeting, Marriott Grand Hotel, St. Louis, MO
- September 10 – 7:30 am - MACA Annual Business Meeting, St. Louis, MO
- November 11 – Committee Meetings, St. Louis, MO
- November 12 – Board Meeting, St. Louis, MO
- *Board of Directors meeting will begin at 7:30 a.m. and conclude by noon.*

A motion was made and seconded to accept the meeting dates as presented. Discussion followed, motion carried.

**Policy Review:** McCarvel presented two policies as follows:

- MACA Meetings Code of Conduct
- Mid America CropLife Association Criminal History Policy

Legal Counsel Matt Misichko provided background information. Discussion followed.

A motion was made and seconded to accept MACA Meetings Code of Conduct as presented. Discussion followed. Motion carried.

A motion was made and seconded to accept Mid America CropLife Association Criminal History Policy as presented with the clarification that this would be for the Board of Directors, Executive Committee, Committee Chairs, Vice Chairs, Ambassadors and Young Leader Scholarship Program hosts. They would complete the form one time and would not have to complete each year they are involved as long as there is no break in their participation in any of these positions. Discussion followed. Motion carried.

Current Policies & Standard Operating Procedures (SOPs): McCarvel reported minor changes had been made which the Executive Committee had reviewed and approved.

A motion was made and seconded to accept the proposed changes to the current policies and Standard Operating Procedures as presented. Discussion followed, motion carried.

**Next Meeting:** President Riley reported the next board meeting would be held February 19, 2020 in St. Louis, MO

President Riley thanked everyone for their participation in the meeting and adjourned at 11:40 AM CT.

Minutes taken by Bonnie McCarvel.

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MACA Secretary

Date

**Attachments to Official Minutes:**

“Antitrust and Fair Trade Practice Guidelines”

Committee goals

Committee Chairs/Vice Chairs

Code of Conduct Policy

Criminal History Policy

Policies

Standard Operating Procedures

**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