



BOARD OF DIRECTORS MEETING

June 18, 2020

MACA President Tim Riley called the meeting to order via Zoom at 7:42 am CDT after taking roll call. The following board members were present:

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

Absent: Joe Olson, Helena Agri-Business Group.

Guests present: Jerry, Baker, MFA, Inc.; Barbara Dunn, J.D., Barnes & Thornburg LLP (later in the call Tiffany Tran filled in for Ms. Dunn); Kellie Bray, CropLife America; Jim Jenkins, Syngenta Crop Protection; Eric Sfiligoj, CropLife Media; Matt Lawrence, Valent; Mike Lehman, AMVAC; Steve Taylor, MO-AG; Matt Wagner, GreenLeaf; 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 Barbara Dunn, J.D., Barnes & Thornburg, was present for the meeting. Dunn made a few comments and introduced her associate Tiffany Tran.

Secretary's Report: The minutes of the April 20, 2020 board meeting were presented by Secretary Rodney Schmidt. A motion was made to accept the minutes as presented. The motion was seconded. Discussion followed. Motion carried.

The minutes of the May 29, 2020 board meeting were presented by Secretary Rodney Schmidt. A motion was made to accept the minutes as presented. The motion was seconded. Discussion followed. Motion carried.

Treasurer's Report: Treasurer Rodney Schmidt presented the financial reports as of May 29, 2020. A motion was made to accept the reports as presented. The motion was seconded. 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 June 16 and reviewed the budget, discussed the board agenda, 2020 annual meeting plans as well as heard from Barbara Dunn regarding potential legal concerns, reviewed the 2019 financial review prepared by Filla & Filla, CPA, the financial guidelines version #2, policy position for when board members change employers, contracts and reviewed the MACA investment portfolio.

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

Annual Meeting: Chair Mike Lehman reported the committee had met and discussed plans for the 2020 annual meeting which included discussion regarding an in-person meeting as well as a virtual meeting due to COVID 19. An in-depth discussion followed regarding an in-person, virtual or hybrid meeting.

A motion was made to have the annual meeting committee and executive committee work thru the details for the meeting early next week. The motion was seconded. Discussion followed. Motion carried.

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

Distribution & Environment: Vice Chair Jerry Baker reported the committee had met and were planning to review the Pesticide Disposition Flow Chart and the possibility of adding information for a single package. They also discussed the MACA Annual Meeting which would include a tour of Tri-Rinse and Mark Hudson from ACRC as a speaker. They also reviewed a request from a non-member for the HAZMAT Videos. They recommended the price be \$250/person that would use it and they would have 60 days to use it and it is not to be loaded on their computer system. They would be provided a passcode to access the information on the website. In addition, Kevin Greene, Global Distribution Safety & Security Leader for Corteva Agriscience™, provided a Transportation Regulatory Update for the committee.

A motion was made to accept the report as presented which included the HAZMAT video price as outlined above. The motion was seconded. Discussion followed. Motion carried.

President Riley requested a break at 9:11 am with plans to return at 9:18 am.

President Riley called the meeting back to order at 9:19 am and committee reports continued as follows.

Production & Environment: Chair Matt Lawrence reported on their committee meeting and goals as follows:

- Pollinator activities for 2020 have been completed.
- Submitted grant request to CLA for \$5,000. It was approved and payment made to MACA.
- Growing Good Neighbors (GGN) Initiative was delayed because of COVID-19. Randy Stookey to follow-up with GGN to explore ideas on how MACA couple be a part of the promotion to MACA members or sponsorship of these events in the 13 MACA states.
- November meeting - they are working on guest speakers related to sustainability.
- Reviewed state issues and concerns.
- Water Consultant Steve Taylor provided a short update on the monthly Water Updates and plans to continue. Waters of the United States (WOTUS) and the CLA grant that was submitted and approved for funding. Matt and Steve also explained the 'Growing Good Neighbors' program plus they are exploring a soil health clinic.

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

Industry Communications: Vice Chair David Bartine reported the committee had met and discussed several things as follows:

Membership

- Recommended approval of Epogee Foods as an allied member with Lindsey Jackson as the contact. At this time Lindsey left the meeting. A motion was made to approve Epogee Foods membership as presented. The motion was seconded. Discussion followed. Motion carried. (Lindsey re-joined the meeting after the vote.)
- Recommended approval of Russell Associates as an allied member with Jerry Van Oort as the contact. A motion was made to approve Russell Associates membership as presented. The motion was seconded. Discussion followed. Motion carried.
- Retention plan – was reviewed and discussed.
- Young Leader Scholarship Program Co-chair Jaime Yanes reported the 2020 recipients will not be attending the 2020 annual meeting due to covid-19 restrictions. They are working on virtual options.
- Ambassador Program Coordinator Michelle Kilper provided an update on the ambassador program. As a result of the health pandemic, school visits were cancelled, thus other ways of reaching students are being explored. Discussion followed.

Awards

Bartine reported they had reviewed the award nominees and made the following recommendations for 2020:

- Ambassador of the Year – to have co-winners with Dr. Deanna Smith, MFA and Brian “Mac” McDaniel, Bayer. A motion was made to approve the co-winners as presented. The motion was seconded. Discussion followed. Motion carried.
- Educator of the Year – Dr. Chuck Rice, Kansas State University. A motion was made to approve as presented. The motion was seconded. Discussion followed. Motion carried.
- Ruth White Media – Margy Eckelkamp, Machinery Pete. A motion was made to approve as presented. The motion was seconded. Discussion followed. Motion carried.
- Industry Vision – Ivan Wells, Rosen’s. A motion was made to approve Epogee Foods membership as presented. The motion was seconded. Discussion followed. Motion carried.
- To review the award for 2021 to determine if any changes are needed or additional awards appropriate.

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

State Association: Randy Stookey, KARA, provided a short update on Kansas issues and concerns. A motion was made to accept the report as presented. The motion was seconded. Discussion followed. Motion carried.

Executive Director: Bonnie McCarvel provided a report on financial matters, annual meeting plans, membership as well as the status of the office being open due to Covid-19.

OLD BUSINESS

Policy-Board Seat: Executive Director McCarvel presented a written proposal to clarify a long- standing position on board seats.

A motion was made to accept the policy as presented. (Attached to official minutes.) The motion was seconded. Discussion followed. Motion carried.

Long Range Plan: Executive Director McCarvel presented the updated plan, on behalf of Chair Lindsey Jackson, which reflects the changes based on the approved budget.

A motion was made to accept the policy as presented. (Attached at the end of the minutes.) The motion was seconded. Discussion followed. Motion carried.

Financial Guidelines: McCarvel presented a revised proposal, based on input from the February board meeting, which the Executive Committee had reviewed.

A motion was made to accept the financial policy guidelines as presented and revised. (Attached to official minutes.) The motion was seconded. Discussion followed. Motion carried.

A motion was made to have President Riley name a committee/special task force to develop guidelines on how to replenish new opportunities and operating reserves with Steve Koziolk serving as the chair. President Riley and Executive Director Bonnie McCarvel to be a part of the group. The motion was seconded. Discussion followed. Motion carried.

NEW BUSINESS

2019 Financial Review: McCarvel presented the 2019 financial review prepared by Filla & Filla, C.P.A.s, and provided in its entirety to the board as a PDF.

A motion was made to accept the report as presented. (Attached to official minutes.) The motion was seconded. Discussion followed. Motion carried.

Nominating Committee: Chair Paul Edsten reported on the terms expiring and the need to create a nominating slate by July 30, 2020. Discussion followed.

Next Meeting: President Riley reported the next board meeting would be held Friday, July 31, 2020 starting at 9:00 am CDT via electronic means.

Adjournment: President Riley thanked everyone for their participation in the meeting and adjourned at 11:15 am CDT.

Minutes taken by Bonnie McCarvel.

MACA Secretary

Date

- Attachments to Official Minutes:**
"Antitrust and Fair-Trade Practice Guidelines"
Policy 20 - Board of Directors Seat
2019 Financial Review
Policy 15 - Financial Management Guidelines
Updated Long Range Plan

**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