



BOARD OF DIRECTORS MEETING

February 20, 2020

MACA President Tim Riley called the meeting to order at the Renaissance Airport Hotel, St. Louis, Missouri at 7:30 am CT. 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	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 R. Schmidt	Bayer Crop Science
12. Tim Riley	AMVAC

Those marked with * participated via conference call.

Members absent: Randy Stookey, KARA.

Guests present: Matt Ewers, IEDS; Andrew Kuenker, Corteva; Matt Lawrence, Valent; Beth Lee, Koch Agronomic Services; Mike Lehman, AMVAC; Jerry Miller, Albaugh, LLC; Barbara Dunn, J.D., Barnes & Thornburg LLP (later in the call Matt Misichko filled in for Ms. Dunn); 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 Barbara Dunn, J.D., Barnes & Thornburg, was present for the meeting via conference call. Dunn made a few comments.

Secretary's Report: The Secretary's report dated November 7, 2019 was 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 December 13, 2019 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 January 31, 2020. A motion was made to accept the reports as presented. The motion was seconded. Discussion followed. Motion carried.

President Riley thanked the Budget Task Force for their work.

President Riley then asked for committee reports as follows:

Executive Committee: Vice President Lindsey Jackson reported the committee had met on February 19 and reviewed the budget, discussed the membership recruitment and retention plan, reviewed plans for the February meeting, contracts and long range plan. In addition, the committee had met with Doug Peden, financial advisor from Edward Jones, and Joe Filla, CPA, to review and discuss the MACA investment portfolio. The committee will be making some additional investment decisions in the near future.

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 proposed the meeting theme of 'Vision 2030' to have the speakers focus on. Possible speakers were identified along with a possible tour and some additional programs for D&E committee.

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

Distribution & Environment: Chair Andrew Kuenker reported the committee had met and reviewed their goals for the 2020 year. In addition, Kevin Greene provided a Transportation Regulatory Update for the committee. They will be working on other speakers for the June meeting.

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

Production & Environment: Chair Matt Lawrence reported on their committee meeting and the status of their goals. They are working on developing some pollinator information which MACA members could use. Water Consultant Steve Taylor provided a short update on Waters of the United States (WOTUS) and the CLA grant that will be submitted. 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: Joe Olson, the new chair for the committee, reported the committee had met and discussed several things and asked for the following reports:

Young Leader Scholarship Program

Co-chair Jaime Yanes reported the committee had reviewed the Young Leader Scholarship Program applicants and recommended the following be approved for the scholarship:

1. Kansas State University – Katelyn Fross
2. University of Minnesota – Madilyn Smith
3. Iowa State University – Mara Weis
4. Southern Illinois University – Elizabeth Bland
5. Purdue – Emily Kuhn
6. Michigan – Darren Kulicamp

7. University of Missouri – Abigail Bertz
8. University of Nebraska – Lily Anne Woitaszewski
9. North Dakota State University – Brendan Hanson
10. South Dakota State University – Madeline Weninger
11. University of Wisconsin – Ashley Nelson

A motion was made to approve the scholarship for the 11 students listed above. The motion was seconded. Discussion followed. Motion carried.

Hosts will be paired with YLSP recipients based on their career interests.

Ambassador Program

Coordinator Michelle Kilper provided an update on the ambassador program. Discussion followed.

Membership

Olson reported on plans for membership as follows:

- Succession Planning - encouraged those in attendance to identify someone in their company to replace them when they decide to leave
- Membership Brochure – showed the updated membership recruitment piece which can be used to recruit new members or can be used to retain current members as it shows the member benefits. McCarvel to send out the document to board members.
- Dues Restructuring – Olson reviewed the information and proposed dues structure to better reflect the consolidations and acquisitions which continue in the industry.
- A motion was made to approve the restructured dues structure as listed below and to be effective for the 2021 calendar year. The motion was seconded. Discussion followed. Motion carried. *(This motion was rescinded by the board of directors on April 20, 2020. See those minutes for the new dues structure.)*

Sales	Standard Dues	Sales	Allied Dues
< \$25M	\$4,000.00	<\$10M	\$2,000.00
\$25 - \$49.99M	\$4,500.00	\$10M - \$20M	\$2,500.00
\$50 - \$99.99M	\$5,000.00	\$20M - \$30M	\$3,000.00
\$100 - \$199.99M	\$6,000.00	>\$30M	\$3,500.00
\$200 - \$499.99M	\$7,000.00		
\$500 - \$999.99M	\$8,500.00		
\$1B - \$4.99B	\$10,000.00		
\$5B - \$9.99B	\$11,500.00		
> \$10B	\$13,000.00		

- **Standard Dues** – reflect dues by members previously classified as Basic/Distributor/Formulator/Seed.
- **Sales** – defined as all sales in the U.S. of every product and service of every division of the member company as defined by the company's audited financial report.
- **Allied Industry** – dues paying member is defined as those who supply products/services. May include warehouses, media, consultants, equipment, etc.

Awards

Olson reported they will be scheduling a conference call to review the current awards – education, media, industry vision and ambassador of the year to determine if they are still appropriate and/or if any other new awards are needed.

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

President Riley recessed the meeting at 10:00 am for a short break.

President Riley reconvened the meeting at 10:08 am.

State Association: Randy Stookey, KARA, was unable to attend the meeting.

Executive Director: Bonnie McCarvel provided a report on membership issues she had been working on, Long Range Plan to reflect the changes based on the updated budget, as well as planning for the 2020 annual meeting and implementing the criminal history policy.

OLD BUSINESS

Long Range Plan: The plan is being updated to reflect the changes based on the approved budget.

Financial Guidelines: McCarvel presented a proposal which the Executive Committee had reviewed. After discussion with the Board of Directors, McCarvel will modify the proposal and present an updated version at the June meeting.

NEW BUSINESS

2020 Goals & Budget: McCarvel reported committee chairs are working to implement their committee goals and budget modifications.

Next Meeting: President Riley reported the next board meeting would be held June 18, 2020 with the committee meetings on June 17 in St. Louis, MO.

Adjournment: President Riley thanked everyone for their participation in the meeting and adjourned at 10:50 am CT.

Minutes taken by Bonnie McCarvel.

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