BOARD OF DIRECTORS MEETING

February 15, 2024

MACA President Jaime Yanes called the virtual meeting via Teams to order at 7:31 am CT with the following board members present for roll call:

Name	Company
1. Jane Hanson	Rosen's
2. Michael Lehman	AMVAC
3. Mitch Reed	KOVA
4. Steve Sloan	Lamberti
5. Jaime Yanes	Albaugh, LLC

Absent: Brian Clark, Schuetz; Joe Olson, Helena Agri-Enterprises; John Oesch*, Nutrien; Drew Ratterman*; Corteva Agriscience; Norm Wagoner, Kalo; Randy Stookey, KARA; Matt Wagner, GreenLeaf, Inc.; and Matt Jones.

Guests present: Kellie Bray, CropLife America; Aaron Deardorff, Syngenta; Barbara Dunn, J.D., Barnes & Thornburg; Aaron Locker, Helm Agro; Doug Mertens*, FMC; and Rodney Schmidt, Bayer.

Staff present: Executive Director Bonnie McCarvel.

An asterisk (*) indicates the person joined the meeting after roll call.

President Yanes 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. Barbara Dunn, Esq., reinforced President Yanes' comments regarding the Guidelines.

Executive Director Bonnie McCarvel reported a quorum was *not* present for the meeting. Thus, the group met and per advice from legal counsel Barbara Dunn agreed to proceed with the meeting and make recommendations to the board and McCarvel would email the recommendations to the entire board for their ratification which requires unanimous written consent by the entire board. (Board members present for the meeting will still need to respond.)

President Yanes then reviewed the consent agenda items and process for dealing with consent agenda items.

A motion was made to accept the consent agenda items as presented. The motion was seconded. Motion carried. (Copy of consent agenda items are attached to official minutes.)

President Yanes then asked for committee reports as follows:

- **Executive Committee:** Vice-Chair Mike Lehman reported the committee had met on Friday, February 2, with the following actions taken:

- **Vacant Board Seat** – discussed Matt Jones' departure from BASF and implemented a plan to fill the seat.
- **Long Range Plan** – reviewed the PP presentation Lehman had presented.

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

Membership: Chair Rodney Schmidt reported the committee met on February 12 and had discussed the following:

- **Membership** – goal is three new members with six potential member companies identified.
    - Application – Alliger Financial with Brad Alliger as the key contact applied for allied membership.
        - A motion was made to approve the committee recommendation for membership for Alliger Financial as an allied member. The motion was seconded. Discussion followed. Motion carried.
    - Retention – the committee identified 12 current members to contact and discuss MACA membership benefits with.
- **Annual Meeting** – Schmidt reported Subcommittee Chair Matt Wagner had met and they are working on speakers, topics, golf and format for the '24 Annual Meeting. Mike Lehman will be working on the sponsorship drive. Discussion followed.

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

Education: Chair Aaron Locker reported the committee met on February 13 with the following subcommittees and their actions:

- **Developing Professionals** (DP) – Locker reported DP Chair Jay Morris has 11 participants from six companies. The program held its first meeting January 17 and will include 3 virtual training sessions plus a speaker at the Annual Meeting. The committee will be working reviewing guidelines for the '25 class as well as a possible 2.0 program for the '24 Class.
- **Young Leader Scholarship Program** (YLSP) – 26 applications from 13 states were submitted and then 4-5 people per state reviewed each of the applications from the same state to score. YLSP Co-Chairs Doug Mertens and Drew Ratterman reviewed the scores with the committee and recommend the following for the 2024 Class:

	Student Name	University	Internship Company
1	Cynthia Padgett	Colorado	Hoffman Farms
2	Dennis Wollin	Illinois	Effingham Equity
3	Katelyn King	Purdue	Currently Interviewing **
4	Lauren Zaabel	Iowa	Farm Credit
5	Grace Walenta	Kansas	The Anderson's
6	Sydeny Masserant	Michigan	Gold Coast Sales LLC
7	Hannah Williams	Nebraska	Farm Credit
8	Regan Jones	North Dakota	Bayer Crop Science
9	John Kohler	Ohio	Corteva
10	Dellana Muck	South Dakota	Corteva
11	Jacob Roden	Wisconsin	Compeer Financial

Program coordinator Michelle Kilper will be working on the program details.

- **Agriculture Academy** – Coordinator Michelle Kilper needs schools requests. Please forward any possibilities to her.
- **Lunch & Learn** – The first one was held January 19 with Todd Gaines from Colorado State University and the '22 Educator of the Year recipient. Other speakers include:
    - 3/15 – Barbara Dunn – Association meetings
    - 3/21 – Ed Messina – EPA
    - 3/25 – State Association update
    - 4/10 – Eric Snodgrass – Nutrien on weather patterns

  If you have other speakers or topics, let Bonnie know.

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

Critical Member Issues: Chair Aaron Deardorff reported the committee met on February 13. Deardorff reported the committee had reviewed the goals and discussed speakers related for the former D&E Committee members regarding DOT rules and regulations. McCarvel will follow-up with potential speaker. Leigh O'Neill provided an update on the Ag Container Recycling Council (ACRC), Water Issues update with Steve Taylor and Andrea Rice, MACA Water Consultants; and Matt Lawrence talked about the Endangered Species Act as well as the EPA ruling to vacate Dicamba. CLA update from Kellie Bray on acronyms for different industry groups, issues as well as pronunciation guide.

Deardorff reported the committee had identified several critical issues to the members and surveyed the committee to focus priorities and identify potential topics and speakers for a segment of the Annual Meeting.

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

Strategic Plan: Chair Mike Lehman had included update in the Executive Committee report.

Executive Director: McCarvel referenced her report in the consent agenda items and then focused on the Lunch & Learn series which will be promoted to MACA members as well as some allied associations for the Lunch & Learn with Barbara Dunn, Esq, on "How an Association Works' scheduled for March 15.

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

President Yanes paused the meeting at 9:08 CDT for a short break. President Yanes resumed the meeting at 9:15 am CDT.

OLD BUSINESS

None

NEW BUSINESS

- **New Board Member Agreement** – McCarvel will contact the two remaining people who have not signed and submitted the form.

Next Meeting: Yanes reported the next board meeting is scheduled for Thursday, June 13, starting at 7:30 am CDT. The meeting will be held in St. Louis, MO. More details will be sent out once the location and team building events are determined.

Adjournment: President Yanes thanked everyone for their participation in the meeting and the work of the committees to stay focused and build on the updated MACA Strategic Plan.

A motion was made to adjourn and was seconded. Discussion followed. Motion carried. President Yanes adjourned the meeting at 8:23 am CT.

Minutes taken by Bonnie McCarvel.

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MACA Secretary Date

Attachments to Official Minutes:

- "Antitrust and Fair-Trade Practice Guidelines"
- Consent Agenda items for November 9 meeting

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