BOARD OF DIRECTORS MEETING

November 14, 2024

MACA President Mike Lehman called the meeting to order at 7:30am CT at the Renaissance Airport Hotel, St. Louis, Missouri with the following board members present for roll call:

Name	Company
1. Brian Clark	Schuetz
2. Aaron Deardorff	Syngenta
3. Jane Hanson*	Rosen's
4. Michael Lehman	AMVAC
5. Drew Ratterman	Corteva Agriscience
6. Steve Sloan	Lamberti
7. Matt Wagner	GreenLeaf, Inc.
8. Norm Wagoner	Kalo
9. Jaime Yanes	Albaugh, LLC

Absent: Matt Lawrence, Valent; John Oesch, Nutrien Ag Solutions; Mitch Reed, KOVA; and Randy Stookey, KARA.

Guests present:; Sarah Betzold, BASF; Barbara Dunn*, J.D., Barnes & Thornburg; Kent Thompson, Helm Agro; Andrea Rice & Steve Taylor, MO-AG and Scott Stout, Valent USA.

Staff present: Program Coordinator Michelle Kilper, Office Assistant Andrea Yetter, and Executive Director Bonnie McCarvel.

An asterisk (*) indicates the person was a virtual participant.

President Lehman 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., reviewed the Guidelines as well.

President Lehman then reviewed the 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 Lehman then asked for committee reports as follows:

- **Executive Committee:** Chair Mike Lehman reported the committee had met on Wednesday, November 13, and reported the following actions:

- **Reviewed the FY'25 Budget details –** which will be reviewed and finalized in December by the Executive Committee.
- **Reviewed the FY'24 Financial Review** – proposal by Filla & Filla to prepare it and file the federal tax return and recommended board approval.
- **Executive Director –** status of search process with Hedlin Ag which is serving as executive search firm.
- **AI –** use at MACA meetings. Recommended no MACA meeting be recorded and a policy will be developed for review,

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

Membership: Chair Matt Wagner reported the committee met on November 13 and had discussed the status of existing membership and how to have more members engaged in the quarterly meetings.

Sub-committee Chair Stout reported the '25 MACA Annual Meeting will be held September 2-4, 2025 at the Kansas City Marriott Country Club Plaza, Kansas City, MO. They are working on program speakers with the tentative theme 'Fountain of Innovation.'

The committee also submitted their goals for '25 which are summarized as an attachment to the minutes. A motion was made to accept the report as presented. The motion was seconded. Discussion followed. Motion carried.

Education: Sub-committee Chair Drew Ratterman reported the committee met on November 13 with the following subcommittees and their actions:

- **Developing Professionals** (DP) –DP Chair Jerry Van Oort has 11 participants from eight companies. The program has held their first training session, and they are moving forward.
- **Young Leader Scholarship Program** (YLSP) – students are submitting applications but may need to extend deadline in some states if there are no applications.
- **Agriculture Academy** – the transition to providing grants to teachers to do projects with the students has begun. There are 2 projects in the St. Louis area which are underway, and Michelle Kilper is working on a third grant. Online presentations will continue to be available for those who are able to make presentations in schools.
- **Awards** – The committee will focus on finding Industry Vision and Educator of the Year nominees for 2025.

The committee also submitted their goals for '25 which are summarized as an attachment to the minutes.

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 November 13. Deardorff reported the committee also had presentations from:

- PFAS Update – Dillon Gabbert, State Regulatory Affairs, CropLife America.
- Ag Container Recycling Council (ACRC) Update – Leigh O'Neill, Recycling End Use Manager, ACRC.

- Water Issues update with Steve Taylor and Andrea Rice, MACA Water Consultants.

The committee also submitted their goals for '25 which are summarized as an attachment to the minutes.

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

Strategic Plan: President Lehman reported on behalf of chair John Oesch, the execution of the plan is underway, the team is reaching out to member companies to explain the benefits and importance of MACA membership.

Executive Director: McCarvel referenced her report in the consent agenda items and then highlighted the following things:

- YLSP – Sponsors are still needed, if you haven't responded, please let her know.
- Lunch & Learns – process is starting with Dr. Christy Sprague, Michigan State University and the MACA Educator of the Year committed to speaking January 28, 2025.
- Membership invoices were sent out October 31, 2024 – renewals are coming in.

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

OLD BUSINESS
None

NEW BUSINESS

Financial Review '24 – A motion was made to accept the proposal from Filla & Filla, CPAs, to serve as the independent auditors for MACA for the 2024 fiscal year. The estimated cost of the review and preparation of the federal income tax return is $12,700-$13,500 A motion was made to accept the report as presented. The motion was seconded. Discussion followed. Motion carried.

Meeting Dates – Lehman presented the proposed meeting dates for 2025 as follows:

February 10-12 – Committees - *Meet Virtually*

- Critical Members Issues
- Communications & Marketing
- Education
- Membership & Meeting

- **13 – Board of Directors - VIRTUAL**

June 4 – Committee Meetings - St. Louis, MO
June 5 – Board of Directors - St. Louis, MO

July 25 – Board of Directors Meeting - Virtual

September 2-4, 2025 – MACA Annual Meeting – Kansas City, MO

November 12 – Committee Meetings - St. Louis, MO
November 13 – Board of Directors - St. Louis, MO

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

Budget – McCarvel presented the working budget with the requests from the committee. The budget was referred to the Executive Committee for final reviewe and approval.

Next Meeting: President Lehman reported the next board meeting is scheduled for Thursday, February 13, starting at 7:30 am CT. The meeting will be held via TEAMS. An agenda will be sent out prior to the meeting.

Adjournment: President Lehman thanked everyone for their participation in the meeting and the work of the committees.

A motion was made to adjourn and was seconded. Discussion followed. Motion carried. President Lehman adjourned the meeting at 9:43 am CDT.

Minutes taken by Bonnie McCarvel.

_____ _____

MACA Secretary Date

Attachments to Official Minutes:

- "Antitrust and Fair-Trade Practice Guidelines"
- Consent Agenda items for November 13 meeting
- Goals - 2025

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

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2025 Committee Goals

Membership Committee

1. **Membership**
    - Goal for new members in 2025 is to gain five new members.
    - Goal of re-invigorating three member companies to active participants.
2. **MACA Annual Meeting**
    - Develop plan of action for net income of $95,000.

Education Committee

1. **Developing Professionals**
    - Minimum of 10 participants and no more than 15 from a variety of member companies with a max of 2 from any one company if there are 10 participants.
2. **Young Leader Scholarship Program (YLSP)**
    - 13 students
    - $26,000 in sponsorships
3. **Ag Academy**
    - Minimum of seven grants from various states.
4. **Lunch & Learn**
    - To identify topics and speakers on current issues of interest to members for six presentations January – June at one hour each.
5. **Awards**
    - Request nominees for the Educator of the Year and Industry Vision Award and make recommendation to the Board of Directors.

Critical Members Issues Committee (Formerly Distribution & Environment (D&E) and the Production & Environmental Stewardship (PES) Committees)

1. **Create a topic driven agenda.**
    - With speakers and communications planned for the full year.
    - Identify topics and speakers for the annual meeting
2. **Connect and Promote issues.**
    - With marketing and communications.
3. **Quarterly review.**
    - Current issues to identify any new topics for next quarter.