

 **Board of Directors | Meeting Summary**

May 21, 2019
By Phone

**Directors Present**

Keira Franz, NWGA; Stefani Grant, Unilever; Margaret Henry, PepsiCo; Diane Herndon, Nestlé Purina; Franklin Holley, Keystone; Brandon Hunnicutt, NCGA; Mark Isbell, USA Rice Federation; Michelle Nutting, Nutrien; Gary O’Neill, NRCS; Jeremy Peters, NACD; Ryan Sirolli, Cargill;

Jun Zhu, University of Arkansas

**Staff and Consultants**

Rod Snyder, Field to Market; Betsy Hickman, Field to Market; Eric Coronel, Field to Market; Chisara Ehiemere, Field to Market; Paul Hishmeh, Field to Market; Jamie Richards, Field to Market; Allison Thomson, Field to Market; Kelly Young, Field to Market; Ray Stewart, Thomson Coburn

Motions

* *A motion was made by Margaret Henry and seconded by Jeremy Peters to accept the consent agenda. Motion passed unanimously.*
* *A motion was made by Stefani Grant and seconded by Michelle Nutting to elect Jeremy Peters to the role of Vice Chair for the term expiring December 31, 2019. Motion passed unanimously.*
* *A motion was made by Michelle Nutting and seconded by Jeremy Peters to accept the FY 18 audit report. Motion passed unanimously.*
* *A motion was made by Jeremy Peters and seconded by Margaret Henry to approve the continuous improvement recommendations within the Flexible Project Framework. Motion passed unanimously.*

Next Steps and Action Items

* *Stefani, Franklin, Mark, Jeremy and Michelle will be on the Board Subgroup to review the Field to Market Mission, Vision and Goals statements. Jamie will schedule a call for the next week.*
* *The Board will revisit the tech neutrality recommendations in June before new project registrations take effect.*
* *Define role of Board liaison and plan for how to transition any existing board members that serve on committees, including how it might affect the June committee election process; Add Board Liaison role approval to June Board meeting agenda.*

Proceedings

**Opening**

Board Chair, Stefani Grant called the meeting to order at 1:05 p.m. and asked Ray Stewart and Rod Snyder to read the antitrust statement.

**Review of Prior Business**

Stefani reviewed old business and referred the Board to the slide deck for business that will be on the June 24 meeting agenda, including the Canadian Field Print Initiative license agreement.

**Consent Agenda and Membership Update**

Stefani asked for any revisions to the minutes from the January 30-31, 2019 meeting, the February 26, 2019 e-vote and the April 12, 2019 call.

Rod reviewed the four membership applications from OCP North America (Full-Agribusiness), Upfield (Associate-Brands & Retail), North America Climate Smart Ag Alliance (Affiliate), and North Dakota State University (Affiliate).

Stefani also reminded the Board of the revisions and updates to the Field to Market employee handbook. The handbook was reviewed by Thompson Coburn.

*A motion was made by Margaret Henry and seconded by Jeremy Peters to accept the consent agenda. Motion passed unanimously.*

**Election to fill vacancy in FTM Vice Chair position**

Stefani noted the vacancy on the Executive Committee for Vice Chair and nominated Jeremy Peters to fill the unexpired term.

*A motion was made by Stefani Grant and seconded by Michelle Nutting to elect Jeremy Peters to the role of Vice Chair for the term expiring December 31, 2019. Motion passed unanimously.*

**Finance and Operations Update**

Rod reviewed the financial report for the first quarter, with cash on hand of $1,304,400. Total revenue is $1,286,328 and expenses are $693,250. The revenue includes the Walton Family Foundation grant which will cover a 24-month period.

Rod also introduced Field to Market’s summer interns; Kathy Xiong who will focus on science and research and Sonja Neve who will focus on communications.

Rod gave a brief overview of the Digital Properties RFP that was released at the beginning of May. This RFP includes several key items in the 2019 Work Plan – project directory, partnership exchange and member portal. A final decision for a vendor will be announced at the June Plenary.

Rod introduced Sara Baker and Tracy Morey from the audit firm Squire, Lemkin & Co. to provide an update on the Field to Market audit for FY 18. Based on the new non-profit accounting standards that took effect for FY 18, the current audit report included some changes over the prior year. The most notable change was in net asset categorization to reflect net assets with and without donor restrictions.

* Squire, Lemkin & Co. offered an unmodified clean opinion for Field to Market in FY 18.
* Noted that in the 2017 audit a grant should have been recorded as fully released but was not. This has since been reclassified to accurately reflect the change.
* Sara noted the overall spend and programmatic spend breakdown in that 67% of total spending went towards programming in 2018 as compared to the 73% programmatic spending in 2017. She explained that this could be a change in allocation as well as the new non-profit accounting standards that took effect in 2018.
* Field to Market will receive two letters from Squire, Lemkin & Co. pertaining to the audit: 1) required communications regarding management for accounting policies and standards, and 2) that Squire, Lemkin & Co. encountered no difficulties in conducting the audit.

Rod noted that the audited financials will be included in the 2018 Annual Report. He further explaining some of the increased expense for the Management and General accounting line was a result of staff time spent on strategic planning in 2018, which could not be allocated to a specific program area. In addition, we’ve added a new “Stakeholder Engagement accounting class in 2019 to better reflect that Field to Market’s major meetings and events each year are a core part of our program and not simply a management function.

*A motion was made by Michelle Nutting and seconded by Jeremy Peters to accept the FY 18 audit report. Motion passed unanimously.*

**Proposed revisions to Mission, Vision and Goals statements**

Stefani asked for a Board Subgroup to review the revisions to Field to Market’s Mission, Vision and Goals based on feedback during a member workshop at the November 2018 Plenary Meeting in Denver. The subgroup would convene a call to finalize all the revisions and then allow for member comments in June and discussion by each sector during their calls the week of June 10. The Board will discuss any additional comments or changes from the membership at its meeting on June 24 and final approval of the Mission, Vision and Goals statement will be made during the General Assembly on June 25.

*Action Item: Stefani, Franklin, Mark, Jeremy and Michelle will be on the Board Subgroup. Jamie will schedule a call for the next week.*

**Flexible Project Framework implementation**

1. Continuous Improvement

Betsy reviewed the work that the Board Subgroup did on defining Continuous Improvement in the new Flexible Project Framework.

* All project pathways are responsible for advancing continuous improvement.
* Project registration will include question “How is this project supporting continuous improvement?”
* Field to Market will develop an infographic to convey spectrum of continuous improvement for farmers and other members of the value chain.
* Each project will be asked to address in their plan: (a) how does this project address local natural resource concerns and (b) how did you determine the relevance of local natural resource conference.

*A motion was made by Jeremy Peters and seconded by Margaret Henry to approve the continuous improvement recommendations within the Flexible Project Framework. Motion passed unanimously.*

1. Incubation Projects and Tech Neutrality

Betsy and Chisara explained that the question of tech neutrality has been raised by the Verification Committee as a key consideration under the new Flexible Project Framework, especially for Incubation projects. The Verification Committee believes that product-specific interventions should be allowed in the Incubation pathway, but that it could pose a potential conflict with Field to Market’s technology neutral stance.

Betsy and Chisara presented two recommendations for criteria to allow for the use of technology in Incubation Projects:

* The technology product category must be widely recognized in the science and agronomy community as being effective in driving improvement in a sustainability outcome relevant to Field to Market – independent, unbiased peer-reviewed research must be presented;
* Technology product category can be referenced publicly, but specific branded product name cannot be referenced (e.g. “Nitrogen Stabilizers” but not “Acme Brand Nitrogen Stabilizer”). The rationale is to ensure that there is no perceived endorsement by Field to Market of a specific manufacturer and/or product.

Michelle N. noted that these two principles are generally in alignment with other industry standards.

*Next Step: The Board will revisit the tech neutrality recommendations in June before new project registrations take effect.*

**Update from Pest Management Task Force**

Chisara gave the Board some background on the process through which the Pest Management Task Force was formed as well as the work the Task Force has done over the past 12-18 months. She reviewed the draft recommendations from the Task Force but noted that the Board will not be asked to take formal action until the June meeting. The recommendations were:

* Create a pesticide-focused report for US row crop agriculture for Field to Market crops modeled after the National Indicators Report. The report will include changes in pesticide use over time, changes in the amounts of low risk vs. higher risk pesticides (as defined by the US EPA), acreage planted, yields, and uptake of a subset of IPM Practices
* The Field to Market Metrics Committee should explore an IPM-focused metric that can be used to show measurable improvement over time but does not include active ingredient names and toxicity
* Catalogue communications information on product registration, labeling and enforcement for use by companies to further their understanding of existing regulation in the U.S.
* Catalogue existing consumer research where available that may assist with communication efforts, including communications to help growers understand consumer concerns

 **Discussion of potential board liaison roles to FTM committees and councils**

Stefani asked the Board of Directors for feedback on creating Board Liaison roles to the standing committees and advisory council rather than having Board members serve directly on these bodies. She asked for volunteers to serve in these positions on each standing committee and advisory council ahead of the June Plenary meeting.

Michelle N. asked for clarification on the Board Liaison role and asked for more time for consideration before approving the change.

Keira asked if, with this new position, Board members were precluded from serving as committee chairs. Stefani clarified that yes, Board members would not be eligible to serve as committee chairs but could still serve on a committee as a member if the seat would otherwise go un-filled by the sector.

The Board discussed the current members serving on committees and the pending elections for vacant seats in June.

*Next Steps: Define role of Board liaison and plan for how to transition any existing board members that serve on committees, including how it might affect the June committee election process; Add Board Liaison role approval to June Board meeting agenda.*

**Review calendar of upcoming meetings and events**

Rod reviewed upcoming events and important dates with the Board:

* Pre-plenary Sector calls, week of June 10. Board members will facilitate calls, staff will provide agenda and slide deck.
* Senior Executive Forum, October 8 in New York City following the Wall Street Journal event.
* Board retreat, October 9-10 in Upperville, Virginia at the Oak Spring Garden Foundation. Staff will send out a calendar invite with the specifics.

Rod also reviewed the June Plenary schedule including timing for the Board meeting, new member orientation and the Cross-Sector Dialogue followed by the dinner and keynote dinner on Tuesday, June 25.

There being no further business, the meeting adjourned at 2:37 p.m.