

**Board of Directors | Meeting Summary**

January 30-31, 2019
Washington D.C.

Day One - Present

**Directors**

Michelle Bubniak, ADM; Keira Franz, NAWG; Stefani Grant, Unilever; Margaret Henry, PepsiCo; Diane Herndon, Nestlé Purina PetCare; Franklin Holley, Keystone; Brandon Hunnicutt, NACG; Mark Isbell, USA Rice Federation; Nathan McKinney, University of Arkansas (Proxy); Michelle Nutting, Nutrien; Debbie Reed, C-AGG; Melinda Cep, WWF

**Directors – Virtual**

Ryan Sirolli, Cargill; Jeremy Peters, NACD; Gary O’Neill, NRCS;

**Staff and Consultants**

Rod Snyder, Field to Market; Betsy Hickman, Field to Market; Lexi Clark, Field to Market; Eric Coronel, Field to Market; Paul Hishmeh, Field to Market; Carter Purcell, 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 Mark Isbell and seconded by Diane Herndon to approve the consent agenda. Motion passed unanimously.*
* *A motion was made by Debbie Reed and seconded by Margaret Henry to remove Context Network from Field to Market’s membership. Motion passed unanimously.*
* *A motion was made by Keira Franz and seconded by Debbie Reed to elect Brandon Hunnicutt to the position of treasurer for the unexpired term ending December 2019. Motion passed unanimously.*
* *A motion was made by Stefani Grant and seconded by Michelle Bubniak to approve the 2019 Work Plan with the amendments as determined during the board discussion. Motion passed unanimously.*
* *A motion was made by Margaret Henry and seconded by Michelle Nutting to approve the continued work of Field to Market staff in developing a terms sheet and licensing agreement for the Canadian Fieldprint Initiative. The motion passed unanimously*.

Next Steps and Action Items

* *Develop list of funders and priorities for the Board of Directors, including foundations and other funders that have not yet worked with Field to Market. Board can assist with connections.*
* *Discuss potentially separating different areas of the Agribusiness sector and designated seats on committees for those sectors. This is to ensure better engagement and equity across and within sectors. Field to Market staff will gather more data and look at engagement scores before bringing a recommendation to the board.*
* *Designate a board subgroup to help achieve our goals for the upcoming Cross-Sector Dialogues. Mark, Franklin and Sarah Fox as proxy for Michelle Nutting will serve on this subgroup.*
* *Create a specific section within the new membership portal for board documents.*
* *Within the metrics review process, add a response portal, mandatory response or status check to comments throughout the process.*
* *Communicate the disbanding of the Metrics Committee subgroups in the next member update.*
* *Regarding the Canadian Field Print Initiative, develop a term sheet prior to any agreement that would a proposed annual license fee along with protections for intellectual property.*
* *Field to Market staff will work on the agenda and objectives for the next Senior Executive Forum and then will send out invitations to CEOs.*
* *Prepare draft amendments to the FTM bylaws for an upcoming board meeting to reflect the formal process of removing a member and the process for fast-tracking a re-application following membership termination.*
* *Consider amending the FTM bylaws to include new committee and council liaison roles for board members.*
* *Following additional review by the executive committee, the revised Flexible Project Framework will be sent to the board for electronic approval prior to a 30-day member comment period.*
* *Formation of a subgroup to work on the mission, vision and goals for Field to Market, consisting of Stefani, Melinda and Keira. The draft will be on an upcoming board meeting agenda.*
* *Confirm location for October Board retreat. Jamie Richards will send out the dates as calendar invites.*
* *Continue discussion of Science Advisory Council and Technology Advisory Council vacancies and appointments, including terms and nominations processes.*

Proceedings

**Opening**

Board Chair, Stefani Grant called the meeting to order at 12:06 p.m. Rod Snyder asks Board Members and staff to introduce themselves. Ray Stewart reads the anti-trust statement.

**Review of Prior Business**

Stefani reviewed outstanding action items from the November 2018 Board of Directors meeting, including the appointment process for the Science Advisory Council (SAC). Rod noted that there were no current vacancies, but the Board would need to formalize the appointment process for both the SAC and the Technology Advisory Council (TAC) and could do so later in the meeting agenda.

**Consent Agenda and Membership Update**

Stefani asked for any revisions or comments for the minutes of the November 13, 2018 board meeting in Denver, Colorado.

Betsy Hickman and Rod reviewed the two new member applications from Panera Bread (Brands & Retail | Associate) and the Renewable Fuels Association (Agribusiness). Rod also noted that the J.M. Smucker’s Company had expressed interest in joining but that their membership application had not yet been received. Stefani asked the Board to consider the application at the following day’s meeting if it was received on the 30th or if it came in later, for the Board to discuss it on a future call.

*A motion was made by Mark Isbell and seconded by Diane Herndon to approve the consent agenda. Motion passed unanimously.*

Rod and Betsy also updated the board about outstanding member dues from 2018 and recommended that Context Network be removed from Field to Market’s membership as they have been unresponsive to staff inquiries. The Board discussed Context Network’s 2018 participation and asked about developing a “fast-track” membership application process for lapsed members to reapply. Rod confirmed Context Networks’ participation in 2018 Field to Market events and confirmed that they would receive formal notification of their membership termination. Debbie Reed suggested that Context Network be invoiced for both 2018 and 2019 dues should they reapply.

*Action Item*: *Prepare draft amendments to the FTM bylaws for an upcoming board meeting to reflect the formal process of removing a member and the process for fast-tracking a re-application following membership termination.*

*A motion was made by Debbie Reed and seconded by Margaret Henry to remove Context Network from Field to Market’s membership. Motion passed unanimously.*

Rod also noted several mergers and consolidations amongst the Field to Market membership, which may result in a slight drop in overall member totals. Current membership stands at 145 members which was a 7% increase from July 2018 and that the 2019 membership goal was to maintain 145 members, which will be achievable with the addition of new members to counter-balance the potential consolidations within the Agribusiness sector.

**Field to Market Treasurer Vacancy**

Stefani informed the Board of the vacancy on the executive committee for the treasurer position. Following Keith Alverson’s departure, Director Keira Franz had filled in temporarily, while Brandon Hunnicutt had served as treasurer during the executive committee meeting immediately prior to the board meeting. Seeing no other nominations for treasurer, Stefani asked for a motion to formally elect Brandon Hunnicutt to the position of treasurer with a term expiring in December 2019.

*A motion was made by Keira Franz and seconded by Debbie Reed to elect Brandon Hunnicutt to the position of treasurer for the unexpired term ending in December 2019. Motion passed unanimously.*

**Finance and Operations Update**

Rod introduced the two new Field to Market staff members:

* Carter Purcell, Communications and Membership Manager
* Jamie Richards, Executive Assistant and Office Manager

He then reviewed the draft year-end 2018 financial statement. Cash on hand as of December 31, 2018 was $1,124,518. FY 2018 revenue was $2,559,813 and FY 2018 expenses were $2,498,307.

Rod asked for the Board’s approval in continuing with the Alliance’s current audit firm Squire, Lemkin & Company, LLP (SLCo). Continuity in the audit firm is especially important at this time since we’ve undergone staff changes within our accounting firm. While Squire took much longer than desired for the FY 2017 audit, Rod mentioned that we would begin the 2018 audit earlier and set a firm deadline to have the audit completed in May so the Annual Report could be released in June.

Rod reviewed current and pending foundation grants including the Walton Family Foundation grant for which Field to Market was currently applying. It would be a twenty-four-month grant beginning March 2019 and concluding in 2021 for $720,000. This grant would cover some of the existing Field to Market objectives in the strategic plan including; a project directory and portal, educational resources, the Mississippi Rivers Cities and Towns project, flexible project framework and the Science Advisory Council amongst other things. He also noted that if Field to Market were awarded the grant it would cover the fundraising goal for 2019.

The Board asked about Fieldprint Calculator contributions, and Rod responded that not all the contributions have been spent down at this point, but that we are continuing to apply the balance to the project through the summer in order to continue the buildout. There is an estimated $350,000-400,000 still available for the project.

Rod then proposed the creation of liaison roles for Board Directors to serve on committees and advisory councils. This would allow Board Directors to provide updates from the committees and over greater visibility across our governance. Making this a permanent change could require a bylaws update and will be included in a slate of proposed bylaws changes.

*Action Item*: *Consider amending the FTM bylaws to include new committee and council liaison roles for board members.*

Rod noted that reference to the new Walton Family Foundation grant was not included in the 2019 Work Plan but could be added in a series of footnotes once awarded. He also discussed the grants ending in 2019 and those continuing throughout the year. He asked for the Board’s input on prospective foundation partners and help with building relationships with additional funders.

*Next Step: Develop list of funders and priorities for the Board of Directors, including foundations and other funders that have not yet worked with Field to Market. Board can assist with connections.*

**Review and Approval of 2019 Work Plan**

Rod gave an overview of the 2019 Work Plan, and Field to Market staff presented on their specific areas of work. The 2019 Work Plan outlined the four overall goals from Field to Market’s Strategic Plan and the related objectives and action items developed to achieve those goals.

1. **Convene Diverse Stakeholders**: Convene diverse stakeholders to facilitate multi-sector collaboration, advance shared learning, and drive collective action.
2. **Provide Science-Based Leadership:** Develop and strengthen Field to Market’s science-and outcomes-based resources for measuring sustainability performance and assessing opportunities for improvement.
3. **Scale Impact Through Partnerships:** Establish a flexible program framework, facilitate partnerships, and leverage capacity to support farmers in delivering improved environmental outcomes at the field and landscape levels.
4. **Enable Credible Communications**: Enable credible stakeholder communications that facilitate and improve supply chain and industry reporting, showcase leaders in sustainability, and strengthen public confidence in the food and agriculture system.

The Board engaged in an in-depth discussion around these goals and action items. Throughout the Board discussion, edits and changes were made and approved en-bloc. The Board authorized Rod to compile the changes and share with Standing Committees upon completion.

*A motion was made by Stefani Grant and seconded by Michelle Bubniak to approve the 2019 Work Plan with the amendments as determined during the Board discussion. Motion passed unanimously.*

The Board discussed engaging members more effectively and the challenges across sectors in doing so.

*Next Steps: Discuss potentially separating different areas of the Agribusiness sector and designated seats on committees for those sectors. This is to ensure better engagement and equity across and within sectors. Field to Market staff will gather more data and look at engagement scores before bringing a recommendation to the Board.*

**Strategic Plan Implementation**

1. **Convene Diverse Stakeholders**

Rod and Betsy reviewed the action items and objectives in the strategic plan which were the basis for the 2019 Work Plan. The Board discussed the new events planned for the year including the “Cross-Sector Dialogues.” The Board outlined some goals for the events including: a) Producing an engaging and productive discussion where members can interact with key experts from inside and outside the FTM membership; b) Process feedback and questions from dialogues, and provide a summary or report as a result of the events; and c) Have a meaningful conversation about topics, including barriers and opportunities for scaling sustainability agriculture.

*Next Steps: Designate a board subgroup to help achieve our goals for the upcoming Cross-Sector Dialogues. Mark, Franklin and Sarah Fox as proxy for Michelle Nutting will serve on this subgroup.*

Rod discussed the other upcoming Field to Market events including the joint plenary in June with SAI Platform. He noted that the Field to Market is are working on a programmatic calendar to include not only plenaries but also governance items, key deadlines for projects or awards nominations, committee meetings, etc.

Betsy next presented on the proposed member portal, including the steps through which staff are convening listening sessions and gathering feedback to ensure a more user-friendly product.

*Next Steps: Create a specific section within the new membership portal for board documents.*

1. **Provide Science-Based Leadership**

Allison Thomson updated the Board on the metrics review process and timeline for 2019. She noted that the process was not changing drastically, but that the organization is taking steps to be more transparent. The board discussed the different comment periods included in the framework, which will take the place of the subgroups within the Metrics Committee. The Board also noted some concerns about comment periods and requested feedback or closing the communications loop within each comment period.

*Next Steps: Within the metrics review process, sdd a response portal, mandatory response or status check to comments throughout the process.*

*Next Steps: Communicate the disbanding of the Metrics Committee subgroups in the next member update.*

Paul Hishmeh next discussed the Fieldprint Platform project and Qualified Data Management Partners. The Board discussed the marketing pathways for members, companies and other organizations to become familiar with and utilize the platform.

Day Two

Chair Stefani Grant called the meeting to order at 8:30 a.m. Rod provided a brief recap from the previous evening’s open house. Representation from across DC, including congressional staff, were present. Staff from the Senate Agriculture Committee mentioned an interest from Sen. Stabenow in working on supply chain sustainability.

**Strategic Plan Implementation - continued**

1. **Scale Impact Through Partnerships**

Betsy reviewed the overall objectives and action items for this goal and laid out the details of the Flexible Project Framework. She noted three key aspects of the framework; flexibility, recognition and a focus on continuous improvement and impact. Betsy also discussed the three types on continuous improvement projects; Incubation (enabling conditions, smaller scope, entry-way), Insights (more closely mirrors existing projects, insights and transparency through measurement) and Innovation (includes recognition, based on a published project-level continuous improvement strategy). She then went into further detail for each of the projects including how they build upon one another but can also stand alone without a requirement to move along the continuum. She noted that the Verification Committee will develop assurance principles for each project type for both registration and reporting as well as the formal process for making and verifying claims.

Rod noted that expanding the project framework and offering more flexible verification pathways (self-reported, second party verified, or third party verified) would help to alleviate a potential bottleneck for claims yet still maintain best practices for assurance.

Betsy also provided an overview of the project directory from Fishery Progress and noted that Field to Market staff was seeking out advice from Fishery Progress about building a similar directory for our organization. The directory would allow projects to report on progress throughout the process and provides transparency to all stakeholders.

The Board discussed the overall flexible project framework proposal as well as the project directory proposal. Some concerns were raised about the different levels of projects as well as the portal’s reporting functionality. The Board decided to defer action on the Flexible Project Framework until additional changes and amendments can be made. They agreed that the executive committee should have an initial review, then staff would send it to the Board of Directors for an electronic vote to provide tentative approve. Following tentative approval, the Framework would be made available to the membership for a 30-day comment period prior to final approval.

*Action Item: Following additional review by the executive committee, the revised Flexible Project Framework will be sent to the board for electronic approval prior to a 30-day member comment period.*

Next, Kelly Young gave an update on SPARC and the objectives and funding for 2019. She noted that some funding had been provided to offer a member discount to the online training modules for CCA sustainability specialties. The goal is to get more people educated and engaged in sustainability across all sectors.

1. **Enable Credible Communications**

New staff member Carter Purcell reviewed the 2018 media impressions and discussed goals for 2019.

Rod discussed the next steps for the development of more flexible claims and verification protocols. He noted that the Verification Committee has important work to do in the coming months. The Board of Directors discussed credible project attribute claims and the timeline for finalization. Rod also noted that the objective of these more flexible protocols was to recognize incremental progress made by farmers within project year over year.

Rod and Betsy provided an update on the pilot project with SAI Platform on sugar beets. Highlights of the project will be shared during the June conference with SAI Platform.

Rod then reported on the Canadian Fieldprint Initiative and the challenges in aligning metrics across the border. The Board discussed the value for the grower sector and the licensing agreement implications including taxes and intellectual property rights. Rod asked the board for its approval to allow Field to Market staff to move forward on drafting the details on a potential licensing agreement.

*A motion was made by Margaret Henry and seconded by Michelle Nutting to approve the continued work of Field to Market staff in developing a terms sheet and licensing agreement for the Canadian Fieldprint Initiative. The motion passed unanimously.*

*Next Steps: Regarding the Canadian Field Print Initiative, develop a term sheet prior to any agreement that would a proposed annual license fee along with protections for intellectual property.*

Next, Betsy gave an update on the pilot project with the Mississippi Rivers Cities and Towns Initiative and noted the potential to expand Field to Market’s stakeholders and create a model that could be used by other cities once completed.

Carter and Lexi Clark provided an update on the 2019 Farmer Spotlight series and asked the Board to help solicit nominations.

Rod then updated the Board on the availability of data to supplement the 2021 National Indicators Report, which is of particular interest to the commodity groups. This could be a topic for the Senior Executive Forum in 2019.

*Next Steps: Field to Market staff will work on the agenda and objectives for the next Senior Executive Forum and then will send out invitations to CEOs.*

1. **Review status of outstanding questions**

Rod asked the Board for feedback on expanding continuous improvement plans beyond environmental outcomes to account for the concerns of year over year weather impacts and other factors outside a grower’s control. The Board agreed that continuous improvement should be defined more broadly to include actions of the full supply chain, not just farmers.

Rod also asked the Board to consider the Field to Market mission, vision and goals statements. The Board suggested several changes and agreed to form a subgroup to work on the new language.

*Action Item: Formation of a subgroup to work on the mission, vision and goals for Field to Market, consisting of Stefani, Melinda and Keira. The draft will be on an upcoming board meeting agenda.*

**Standing Committee and Task Force Updates**

Due to time constraints, the discussion around standing committees, task forces and the advisory councils was moved to the next Board of Directors meeting.

**Review Action Items and Key Decisions**

The Board of Directors set their meeting calendar for 2019 and agreed on the possibility of an additional yet to be scheduled call to finalize the Flexible Project Framework.

Board Conference Call – May 21, 1-3pm

Board Meeting – June 24, 8am-12pm

Board Conference Call – August 6, 1-3pm

Board Retreat – Week of October 7, location still needs to be determined.

Board Meeting – November 19, 8am-12pm

*Next Steps: Confirm location for October Board retreat. Jamie Richards will send out the dates as calendar invites.*

*Action Item: Continue discussion of Science Advisory Council and Technology Advisory Council vacancies and appointments, including terms and nominations processes.*

Adjourn