

# **AMERICAN PECAN COUNCIL**

# **FULL COUNCIL MEETING**

Wednesday AUGUST 31, 2021 10:00 a.m. Central Time Zoom Meeting:

https://us02web.zoom.us/j/82502064406?pwd=TEpjZ1V4S0FmUzhOaVA5UkVzL2l0QT09

Or

Dial In: 1-346-248-7799 Passcode: 782416 Meeting ID: 825 0206 4406

# **MINUTES**

# CALL TO ORDER - Mike Adams, Chairman 10:00 a.m.

# A. Roll Call

# **Eastern Region Growers**

Seat	Member		Alternate	
1	Trent Mason (GA)	X	Angie Ellis (GA)	X
2	Buck Paulk (GA)	X	Brent Brinkley (GA)	X
3	Lenny Wells (GA)	X	John D. Taylor (NC)	X

# **Central Region Growers**

Seat	Member	Alternate
1	Shannon F. Ivey (TX) X	Lalo Medina (TX) X
2	Mike Adams (TX) X	Mike Spradling (OK) X
3	Larry D. Womack (TX) X	Billy Scott Landgraf (OK) X

# **Western Region Growers**

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Seat	Member		Alternate	
1	Louis J. Salopek (NM)	X	Kortney Chase (NM)	X
2	Leslie L. Daviet II (NM)	X	Frank Paul Salopek (NM)	
3	Phillip Arnold (NM)	X	John L. Heuler (CA)	X

# **Eastern Region Shellers**

Seat	Member		Alternate
1	Jeff Worn (GA)	X	Vacancy
2	Lawrence B. Willson (GA	A) X	Vacancy

# **Central Region Shellers**

Seat	Member		Alternate	
1	Vacancy		Steve Zaffrano	X
2	Dan York (AR)	X	Vacancy	

# **Western Region Shellers**

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Seat	Member		Alternate	
1	Deborah E. Walden-Ral	ls (AZ)X	Bruce Caris (AZ)	X
2	Blake Houston (CA)	X	Sonja Roeder (NM)	X

# Accumulator

Seat	Member		Alternate	
1	Will Easterland (GA)	X	Mark Hamilton (OK)	X

# Public Member Seat Memb

Seat	Member		Alternate
1	Ron Hays (OK)	X	Dr. Steve BLIZZARD (TX)

# **STAFF:**

Alexander OTT	American Pecan Council
Jeff SMUTNY	American Pecan Council
Emma GARNER	American Pecan Council
Julianna KECK	American Pecan Council
Deborah BARNETT	American Pecan Council
Kristi MOSQUERO	American Pecan Council

# **OVERSIGHT:**

Abby CAMPOS	USDA
Steven KAUFFMAN	USDA

# **EAST REGION:**

Matthew BAILEY Samantha MC CLOUD Keith ELLIS

# **CENTRAL REGION:**

Katherine CLARK Sarah YAFFE Alison MCMILLON Zoey BUONAIUTO Drew LIPKE Katie ALEXANDER Jake MONTZ

#### WESTERN REGION: N/A

#### **GUEST:**

Vada LUCAS CL PANKEY Janet HELM Daniel BASSO

# B. Establish Quorum

Having received a sufficient number of Council members a quorum was established at 10:10 a.m. Central Time

# C. Approval of Previous Minutes

**MOVED** by Les DAVIET, duly seconded by Deborah WALDEN RALLS and unanimously carried THAT the COUNCIL approve the minutes of April 28, 2021. (**MOTION 8/31/2021 #1**)

# D. Chairman Update

Chairman Mike ADAMS thanked everyone for their time and commitment to the FMO. He stated that he looks forward to a time when we can all meet together in person. This meeting will be Very important meeting taking care of business for the following year as an FMO requires.

# II. GOVERNANCE COMMITTEE – Mike Adams, Chairman

#### A. Compliance – Consent Items

As part of an USDA Federal Marketing Order, permission from USDA is required in order to seek the help of outside counsel. Should the APC need to use outside counsel for any reason during the year, a Council meeting would have to be conducted to obtain permission from the APC to seek outside counsel and then requested to USDA. This action already seeks permission from APC, should outside counsel be needed during the next fiscal year. This is a proactive step and may or may not be needed. It is very common for an FMO to have the permission from the Council instead of calling for a special meeting.

Additionally, in an effort to transfer budget items within the budget, the Executive Director may do so, provided there is oversight by the Chairman. Otherwise, a Council meeting would have to be called for each and every potential line-item change. Last year, the Council established the precedent to allow the approval of line-item transfers with oversight by the Chairman. This action will be needed, unless put into policy, each year.

Furthermore, there are times when projects or programs that were approved for funding will not be completed within the approved fiscal year. As a result, an approval for no-costs extensions is needed. Otherwise, the Council would have to approve, and USDA reauthorize the project currently under way. This action allows the Executive Director to approve no-costs extensions, with oversight by the Chairman, to allow the project to be completed, provided that there are no additional funds needed. Should additional funds be needed, then the project would have to be brought back before the Council.

Additionally, to ensure projects start on time, reserve dollars are needed. By approving reserve dollars to assist funding 2020-2021 budget, the Council authorizes current dollars to start these projects for next fiscal year

Lastly, the Committee may need to contract work from time to time for specific Governance related activities. This action will provide the Governance Committee the authority to make the decision on contractors specifically relating to Governance activities. Public meetings would still be needed for transparency and public input.

**MOVED** by Louie SALOPEK, duly seconded by Les DAVIET and unanimously carried THAT the COUNCIL approve compliance consent items as listed:

- a. Approval of Legal Counsel for Employee Related Activities
- b. Approval of Line Item Transfers with Oversight by Chairman
- c. Approval of No-Costs Extensions with Oversight by Chairman
- d. Approval of Utilizing Reserve dollars to Assist in Funding 2020-2021 Budget
- e. Approval of Governance Committee to approve contractors for Governance Related Activities

#### (MOTION 8/31/2021 #2)

# B. Review and Approval of Financial Audit

Each year, the Council's financials are audited. This is a requirement by the US Department of Agriculture. Diane TERRELL, a representative from Eide Bailly will review the Financial Statements and Supplementary Information together with Independent Auditor's Report.

**MOVED** by Deborah WALDEN RALLS, duly seconded by Louie SALOPEK and unanimously carried THAT the **COUNCIL** approve the 2019-2020 Audited Financials. (**MOTION 8/31/2021 #3**)

Each year, the Council must have its financials audited. Eide Bailly conducted the 2016-2017, 2017-2018, 2018-2019 and 2019-2020 FY audits. To ensure that the Council's audit is conducted for the 2020-2021 FY, an auditor must be approved by the Council. Another bid is not required until after the referendum. The recommendation is to approve Eide Bailly for the next fiscal year.

**MOVED** by Larry WILLSON, duly seconded by John TAYLOR and unanimously carried THAT the COUNCIL approve Eide Bailly for the 2020-2021 FY financial audit. (**MOTION 8/31/2021 #4**)

# C. Financials

Armstrong Backus oversees the financials of the APC. The Deborah Walden Ralls presented the latest financial report.

**MOVED** by Ron HAYES, duly seconded by Louie SALOPEK and unanimously carried THAT the COUNCIL approve the financial report presented. (**MOTION 8/31/2021 #5**)

#### D. Approval of G&A & Compliance Budget

BACKGROUND: Each year, the Council must approve a budget. This portion of the budget focuses on the General Administration and Compliance portions of the APC budget.

G&A - \$472,800 Compliance - \$225,000 Staff & Benefits - \$974,266

TOTAL: \$1,672,066 (decrease of \$18,934 from previous year)

**MOVED** by Deborah WALDEN RALLS, duly seconded by John TAYLOR And unanimously carried THAT the COUNCIL approve the 2021-2022 General Administration and Compliance Budget. (**MOTION 8/31/2021 #6**)

# E. Approval of Compliance Program 2021 – 2022

Each year, the Council must provide a completed Compliance Plan to the USDA. The purpose of the Compliance Plan is to outline the activities of the Council to ensure we are compliant with USDA's financial guidelines.

**MOVED** by Les DAVIET, duly seconded by Louie SALOPEK and Unanimously carried THAT the COUNCIL approve the 2021-2022 USDA Compliance Plan Statement. (**MOTION 8/31/2021 #7**)

# III. INTERNATIONAL COMMITTEE – Phillip Arnold, Committee Chairman

# A. Approval of 2021 – 2022 International Committee Budget

The APC manages international marketing efforts for the American Pecan industry. The International Committee is conducting marketing and research in China and Germany. Furthermore, the APC is Working with USDA to obtain Emerging Market Program funds to conduct research in India. These programs include both inshell and kernel marketing programs for these countries.

**MOVED** by Shannon IVEY, duly seconded by Louie SALOPEK and unanimously carried THAT the COUNCIL approve a recommendation by the INTERNATIONAL COMMITTEE to fund the international marketing activities for the 2021/2022 fiscal year at \$2,510,000. Funding is as follows \$95,000 for Callanan and Callanan for grant drafting and consulting, \$650,000 for Weber Shandwick in China \$500,000 for Emerging Market Program Research, \$450,000 for Weber Shandwick in Germany, \$100,000 for the International Nut Congress, \$65,000 for travel, and contingency funds of \$650,000. (**MOTION 8/31/2021 #8**)

# B. Approval of International Committee to approve MAP & EMP expenditures

The APC manages international marketing efforts for the American Pecan industry. The APC files an annual export strategy to receive funding through various USDA programs. This authority enables the International Committee to use funds in accordance with the MAP and EMP allocations without having to go before the Council to obtain further approval.

**MOVED** by Les DAVIET, duly seconded by Louie SALOPEK and unanimously carried THAT the COUNCIL grant authority to the International Committee to utilize grant funds obtained by the USDA and expend those funds to conduct marketing activities in accordance with USDA MAP and EMP allocations. (**MOTION 8/31/2021 #9**)

C. Approval of International Committee to approve contractors for International Related Activities

The APC manages international marketing efforts for the American Pecan industry. The International Committee is allocated funding in the form of grants by the USDA for MAP and EMP activities. This authority will allow the International Committee to select contractors to help carry out actions as defined by the Committee.

**MOVED** by Steve ZAFFRANO, duly seconded by Deborah WALDEN RALLS and unanimously carried THAT the COUNCIL gran authority to the INTERNATIONAL COMMITTEE to hire contractors to assist with international markets in accordance with MAP/EMP guidelines. (**MOTION 8/31/2021 #10**)

# IV. GRADES AND STANDARDS COMMITTEE – Trent Mason, Committee Chairman

#### A. Approval of 2020-2021 FY Budget

The following is the projected budget for the 2021-2022 FY. These costs will cover many upcoming activities, including: association sponsorships, communication materials, staff travel, workshops, and other necessary industry materials.

#### 2021-2022 BUDGET

Grades & Standards	
Quality Assurance Program	\$65,000
Carbon Assessment Services	\$120,000
Economic Study	\$100,000
Pricing Thru Marketing Ch	\$40,000
Travel	\$20,000

TOTAL \$345,000

#### 2020-2021 BUDGET

Research

Shelf-Life \$170,108 Study Research Contingency \$100,000

TOTAL \$270,108

**MOVED** by Louie SALOPEK, duly seconded by Dan YORK and unanimously carried THAT the COUNCIL approve the Grades & Standards Committee budget for the 2021-2022 FY. (MOTION 8/31/2021 #11)

# B Update on Quality Assurance Program

Quality Assurance Program: Phase One - In August 2019, APC approved to start developing a voluntary assurance quality program for the industry. APC has partnered with KCoe Isom to develop the program. Based on the assessments, the U.S. pecan industry's material topics were organized into four main categories: Food Safety, Efficient Production & Resource Management, Neighbors & Employees, and Productivity & Economic Viability. Phase Two of the project includes the development of the sustainability program utilizing the priority topics identified inthe materiality assessment. APC engaged a Quality Assurance working group to provide feedback and direction to create a standard that is relevant and usable across the U.S. pecan industry's various pecan growing regions. APC will continue to receive feedback from industry members. Once finalized and approved by the working group, the program will be presented to the committee for approval.

The program will move into the next three phases including industry engagement, program resource development, program pilots, and external communications. The proposal is included in the budget for the 2021-2022 fiscal year

Inshell & Shelled Meats Standards - APC recently approved revised standards for both Inshell and Shelled Meats. APC staff submitted both standards as a package to USDA. APC staff worked with USDA to ensure the standards align with USDA guidelines. Both standards have been finalized and USDA is moving forward with the rulemaking. We will notify industry once published in the Federal Register. Council members commented that it will be incumbent upon the Council members to see and communicate the details to the industry about this program. Any questions, please make sure that they communicate and bring those not aware in the industry up to speed. Members also commented that it will be important to communicate concepts and opportunities during the comment period.

# V. INDUSTRY RELATIONS COMMITTEE - Deborah Ralls, Committee Chairwoman

A. Approval of 2021-2022 Industry Relations Budget

The following is the projected budget for the 2021-2022 FY. These costs will cover many upcoming activities, including: association sponsorships, communication materials, staff travel, workshops, and other necessary industry materials.

#### 2021-2022 BUDGET

<u>Compliance</u> Compliance Materials Workshops	\$5,000 \$5,000
<u>Industry Relations Activities</u>	
Communication Materials	\$50,000
Annual Report	\$8,000
Handler Portal Maintenance	\$10,000
Association Sponsorships	\$70,000
Meltwater	\$12,000
Travel	\$50,000
WS – Field Activities	\$250,000
<u>Industry Research</u>	
Research Contingency	\$216,000
TOTAL	\$676,000

# **2021-2022 BUDGET**

**Industry Relation Activities** 

No Cost Extension – Fishhook \$67,400

**MOVED** by Ron HAYES, duly seconded by Trent MASON and unanimously carried THAT the COUNCIL approve the Industry Relations Committee budget for the 2021-2022 FY. (**MOTION 8/31/2021 #12**)

# B. Update on Electronic Reporting

Handler Reporting  $\circ$  Current Crop Year – The 2020 crop year is coming to a close on August 31<sup>st</sup>. Reporting Forms 1-3 for the August reporting period and Form 5 are due through the electronic portal on September 10<sup>th</sup>. All reports are available for submissionnow.

- Upcoming Crop Year APC staff will be sending out the 2021 CY handler packet toall handlers prior to the upcoming crop year.
- Electronic Reporting Form Platform Update The electronic reporting portal was launched for the 2020 crop year reporting. APC did a webinar in August 2020 to introduce all industry members to the platform and did a live demonstration. All production site tools and features will be live prior to the new crop year. These includethe reporting function for the current crop year, viewing prior crop year statuses, industry and company specific analytics, as well as administrative tools.

 Webinars – APC staff will be conducting webinars to provide education on handler reporting for the 2021 crop year as well as introduce handlers to the new features in theportal.

Sponsorships – APC continued to provide sponsorships for conferences and meetings to support pecan industry associations.

Handler Audits – As an FMO, the APC has the authority to audit handlers to ensure accuracy of reporting. As outlined in the e-compliance plan, APC audits 25% of the handler for each crop year. The 2017 crop year audits have been complete. Moss Adams is wrapping up the 2018-2019 crop year audits. Due to COVID, most of the audits were conducted remotely. Weare looking at moving back to in person audits in the upcoming year.

Industry Position Reports – The FMO collects the first ever mandatory data from handlers ofpecans and publishes the data in the Pecan Industry Position Reports. These reports are published on the American Pecan website under the industry tab. There is a handler analytic section in the electronic reporting platform that will be launched prior to the new crop year. This feature will display both company specific and industry wide analytical graphs. All pecan industry position reports will continue to be published on the American Pecan website as well as the portal.

Communications and Outreach - APC is utilizing a variety of avenues for outreach. We continue with monthly articles and monthly marketing impact reports in industry and Ag publications, bi-weekly In A Nutshell newsletters, trade media interviews, and continue to participate in association meetings and grower working groups.

# VI. MARKETING COMMITTEE - Larry Willson, Committee Chairman

A. Approval of 2021-2022 Proposed Marketing Activities

These activities follow the strategy set in place by the APC's StrategicPlan and continue the strategy that's been deployed over the past 2 years.

MOVED by Les DAVIET, duly seconded by Shannon IVEY and Unanimously carried THAT the COUNCIL approve a budge tfor the 2021/2022 fiscal year that includes Weber Shandwick Domestic Marketing at \$3,000,000, Digital Magnet Regional marketing at \$2,400,000, AspireIQ Influencer marketing at \$200,000, Eat Well Global at \$300,000, National Pecan Shellers Association at \$155,000, Data and Analysis Reporting at \$150,000, RFTB Website Development at \$50,000 and conferences and travel at \$30,000 for a total of \$6,285,000. With a no cost extension of \$385,000 (Health Studies From 20/21 funds) (MOTION 8-31-2021 #13)

# B. Approval of Marketing Policy Statement for 2021-2022 FY

Each year, the Council must adopt a Marketing Policy Statement. The purpose of the Marketing Policy Statement is to outline the activities of the Council for theupcoming year to industry, as well as USDA. Based on available information, statistics, and industry feedback, the Council's MPS identifies areas of focus and promotion. The MPS must also follow several USDA points as outlined in the Federal marketing order.

MOVED by Louie SALOPEK duly seconded by Larry WOMACK and unanimously carried THAT the COUNCIL, on behalf of the Marketing Committee, recommend the 2021-2022 Marketing Policy Statement for approval by the USDA. (MOTION 8/31/2021 #14)

The Council, based on the meetings discussion will approve the 2021 – 2022 FY Budget.

# **Projected Revenue**

Projected Revenue	Dollars	% of Revenue
21-22 Improved	\$8,221,500	65%
21-22 Native/Seedlings	\$504,000	4%
21-22 Substandard	\$315,000	2.5%
2022 MAP Funding	\$1,250,000	10%
2022 EMP Funding	\$500,000	4%
Past Outstanding	\$400,000	3%
Carry Over - Fishhook - Research - Shelf-Life - Health Research	\$67,400 \$100,000 \$170,108 \$385,000	6%
Reserve Dollars	\$700,000	5.5%
TOTAL	\$12,612,900	100%

# **Projected Expenditures**

Departments	Budget 2019 - 2020	Budget 2020 - 2021	% of Budget
Industry Relations	\$847,000	\$676,000	6%
General Administration	\$1,425,000	\$1,447,066	12%
Compliance	\$266,000	\$225,000	2%
Marketing	\$6,555,000	\$6,285,000	54%
Grades & Standards	\$315,000	345,000	3%
International Relations	\$1,968,000	\$2,510,000	21%

Contingency	\$26,892	\$186,326	2%
TOTAL	\$11,741,400	11,674,392	100%

# **CONTINGENCY FUND EXPENDITURES**

Departments	Budget 2020 - 2021
Contingency Fund	
Industry Relations	\$216,000
Research	\$100,000
TOTAL	\$316,000

# **NO-COSTS EXTENSIONS FOR 2020 - 2021 (Continued Projects from Current Year)**

Departments	Budget 2020 - 2021
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Research	
Electronic Reporting Shelf-Life Study	\$67,400
Health Research	\$07,400
TOTAL	\$622,508

**MOVED** by Larry WILLSON, duly seconded by Phillip ARNOLD and unanimously carried THAT Council approve the 2021-2022FY Budget (**MOTION 8/31/2021 #15**)

#### VII. NEW BUSINESS

Abby Campos from USDA announced that the Referendum did pass. The next FMO American Pecan Council referendum will be held in 2026.

Bruce Caris, Louie Salopek and Mike Adams all shared congratulations on a job well done in passing the referendum. Compliments by all three were given to the industry and staff. It was encouraged for members to share the results with their constituents

#### VII. ADJUORNMENT

**MOVED** by Louie SALOPEK, duly seconded by Larry WILLSON and unanimously carried THAT the Council meeting be adjourned at 12:10 p.m. (**MOTION 8/31/2021 #16**)

Deborah Barnett

9/8/2021

Deborah Barnett Operations Manager American Pecan Council Date

# SUMMARY OF ACTIONS FOR AUGUST 31, 2021

#### MOTION 8/31/2021 #1

MOVED by Les DAVIET, duly seconded by Deborah WALDEN RALLS and unanimously carried THAT the COUNCIL approve the minutes of April 28, 2021.

#### MOTION 8/31/2021 #2

MOVED by Louie SALOPEK, duly seconded by Les DAVIET and unanimously carried THAT the COUNCIL approve compliance consent items as listed:

- a. Approval of Legal Counsel for Employee Related Activities
- b. Approval of Line Item Transfers with Oversight by Chairman
- c. Approval of No-Costs Extensions with Oversight by Chairman
- d. Approval of Utilizing Reserve dollars to Assist in Funding 2020-2021 Budget
- e. Approval of Governance Committee to approve contractors for Governance Related Activities

#### MOTION 8/31/2021 #3

MOVED by Deborah WALDEN RALLS, duly seconded by Louie SALOPEK and unanimously carried THAT the COUNCIL approve the 2019-2020 Audited Financials.

#### MOTION 8/31/2021 #4

MOVED by Larry WILLSON, duly seconded by John TAYLOR and unanimously carried THAT the COUNCIL approve Eide Bailly for the 2020-2021 FY financial audit.

# (MOTION 8/31/2021 #5)

MOVED by Ron HAYES, duly seconded by Louie SALOPEK and unanimously carried THAT the COUNCIL approve the financial report presented.

# MOTION 8/31/2021 #6

MOVED by Deborah WALDEN RALLS, duly seconded by John TAYLOR And unanimously carried THAT the COUNCIL approve the 2021-2022 General Administration and Compliance Budget.

# MOTION 8/31/2021 #7

MOVED by Les DAVIET, duly seconded by Louie SALOPEK and

Unanimously carried THAT the COUNCIL approve the 2021-2022 USDA Compliance Plan Statement.

#### MOTION 8/31/2021 #8

MOVED by Shannon IVEY, duly seconded by Louie SALOPEK and unanimously carried THAT the COUNCIL approve a recommendation by the INTERNATIONAL COMMITTEE to fund the international marketing activities for the 2021/2022 fiscal year at \$2,510,000. Funding is as follows \$95,000 for Callanan and Callanan for grant drafting and consulting, \$650,000 for Weber Shandwick in China \$500,000 for Emerging Market Program Research, \$450,000 for Weber Shandwick in Germany, \$100,000 for the International Nut Congress, \$65,000 for travel, and contingency funds of \$650,000.

#### MOTION 8/31/2021 #9

MOVED by Les DAVIET, duly seconded by Louie SALOPEK and unanimously carried THAT the COUNCIL grant authority to the International Committee to utilize grant funds obtained by the USDA and expend those funds to conduct marketing activities in accordance with USDA MAP and EMP allocations.

# MOTION 8/31/2021 #10

MOVED by Steve ZAFFRANO, duly seconded by Deborah WALDEN RALLS and unanimously carried THAT the COUNCIL gran authority to the INTERNATIONAL COMMITTEE to hire contractors to assist with international markets in accordance with MAP/EMP guidelines.

#### MOTION 8/31/2021 #11

MOVED by Louie SALOPEK, duly seconded by Dan YORK and unanimously carried THAT the COUNCIL approve the Grades & Standards Committee budget for the 2021-2022 FY.

#### MOTION 8/31/2021 #12

MOVED by Ron HAYES, duly seconded by Trent MASON and unanimously carried THAT the COUNCIL approve the Industry Relations Committee budget for the 2021-2022 FY.

#### MOTION 8-31-2021 #13

MOVED by Les DAVIET, duly seconded by Shannon IVEY and Unanimously carried THAT the COUNCIL approve a budge t for the 2021/2022 fiscal year that includes Weber Shandwick Domestic Marketing at \$3,000,000, Digital Magnet Regional marketing at \$2,400,000, AspireIQ Influencer marketing at \$200,000, Eat Well Global at \$300,000, National Pecan Shellers Association at \$155,000, Data and Analysis Reporting at

\$150,000, RFTB Website Development at \$50,000 and conferences and travel at \$30,000 for a total of \$6,285,000. With a no cost extension of \$385,000 (Health Studies From 20/21 funds)

# MOTION 8/31/2021 #14

MOVED by Louie SALOPEK duly seconded by Larry WOMACK and unanimously carried THAT The COUNCIL, on behalf of the Marketing Committee,recommend the 2021-2022 Marketing Policy Statement for approval by the USDA

# MOTION 8/31/2021 #15

MOVED by Larry WILLSON, duly seconded by Phillip ARNOLD and unanimously carried THAT Council approve the 2021-2022FY Budget

# MOTION 8/31/2021 #16

MOVED by Louie SALOPEK, duly seconded by Larry WILLSON and unanimously carried THAT the Council meeting be adjourned at 12:10 p.m.