

AMERICAN PECAN COUNCIL

GENERAL COUNCIL MEETING MINUTES

THURSDAY
AUGUST 30, 2018
8:00 a.m. Central Time

HYATT REGENCY DFW
INTERNATIONAL AIRPORT
INNOVATION ROOM AB
2334 North International Parkway
DFW Airport, TX 75261
(972) 453 – 1234

MINUTES

CALL TO ORDER

Chairman Mike ADAMS called the meeting of the General Council to order at 8:00 a.m. The following Council members were in attendance:

REGION	SEAT	MEMBER	ALTERNATE
Easter Grower	1	X - Buck A. PAULK	Angie ELLIS
Eastern Grower	2	X - Trent MASON	Randy HUDSON
Eastern Grower	3	X - Molly WILLIS	
Eastern Sheller	1	X - Jeff Worn	Adam C. HARRELL
Eastern Sheller	2	X - Lawrence WILLSON	
Central Grower	1	X - Mike ADAMS	Jennifer IVEY
Central Grower	2	X - Michael L. SPRADLING	Lalo MEDINA
Central Grower	3	X - Billy Scott LANDGRAF	
Central Sheller	1	X - Daniel J. ZEDAN	Steve ZAFFARANO
Central Sheller	2	X - William D. "Dan" York, Jr.	
Western Grower	1		X - Frank SALOPEK
Western Grower	2	X - G.L. Straley	Leslie L. DAVIET II
Western Grower	3	X - Phillip ARNOLD	John HEULER
Western Sheller	1	X - Bruce CARIS	Deborah E. WALDEN-RALLS
Western Sheller	2	X - Sonja ROEDER	
Accumulator			X - Chad SELMAN
Public			X - Ronald P. HAYS

STAFF:

Emma GARNER - American Pecan Council
Alexander J. OTT - American Pecan Council
Jeff SMUTNY - American Pecan Council

OVERSIGHT:

Jennie VARELA - USDA – AMS
Abigail CAMPOS - USDA – AMS

GUESTS:

Sarah YAFFE - Weber Shandwick
Alison MCMILLON - Weber Shandwick
Matthew - Weber Shandwick
Jeff - Weber Shandwick
Jake WILLIS
Blair KREBS - Pecan South
Matthew BAILY - Pecan Report

Having received a sufficient number of Councilmembers a quorum was established. An “X” identifies those that will be voting members for the meeting.

C. Chairman update & Executive Director Update

Chairman ADAMS introduced Executive Director OTT to the Council. ADAMS introduced the American Pecan Council staff and had APC members and guests introduce themselves. OTT then updated the Council on office operations and thanked the Council for their participation on the meeting.

D. Election of Officers

Every two-years the Council nominates and elects’ officers for a two-year term. To date, the following members are officers for the American Pecan Council.

Mike Adams - Chairman
Bruce Caris - Vice-Chairman
GL Straley - Treasurer
Trent Mason - Secretary

These positions expire in November or until a successor is nominated and elected by the Board. The Council may decide to nominate the current slate, nominate or nominate new members for these positions.

- MOVED by STRALEY, duly seconded by SPRADLING and unanimously carried THAT the existing officers be nominated to their respective positions, the nominations be closed AND that an unanimous ballot be cast for election of the slate of officers. **(MOTION 8-30-18 #1)**

E. Approval of Previous Minutes

After reviewing the minutes of April 16 – 17, 2018 it was noted that Charles Stevens with USDA and Ron Hays were in attendance of the meeting. These minutes should be approved with the changes.

- MOVED by ZEDAN, duly seconded by CARIS and unanimously carried THAT the minutes of April 16 – 17, 2018 be approved as amended AND THAT the minutes of July 25, 2018 be approved as presented. **(MOTION 8-30-18 #2)**

II. INDUSTRY RELATIONS & GROWER COMMUNICATIONS

A. FMO 101

OTT presented a Federal Marketing Order 101 presentation. Special thanks to USDA for their assistance on preparing slides that outline what federal marketing order activities are permitted and restricted.

The American Pecan Council (APC) office has received numerous questions about the abilities and activities permitted under the Federal Marketing Order (FMO). Staff has prepared a quick presentation on the abilities of the APC and what is permissible. Board members should review these points and understand the functionality of the FMO to communicate to the industry what is and is not allowed.

Specifically, the FMO is charged to do the following:

- Data and Statistics;
- Marketing;
- Research;
- Standards & Inspection; and
- Compliance.

Although an FMO is the purest form of local government, FMOs are an extension of the USDA. This means activities of the FMO are reviewed and approved by the Secretary of Agriculture.

Activities not permitted under the FMO include:

- Lobbying;
- Comparison of other agriculture products; and
- Making false health claims.

Members should make sure that when they are meeting with congressional members, regulators, or other state and local officials they receive permission from USDA if they are representing the APC. Otherwise, make sure you are NOT representing the APC but speaking on behalf of yourself or another organization that you are a member.

Members that have questions about the APC's rolls and activities should contact the Council office.

B. GROWER & HANDLER INDUSTRY UPDATES

GARNER presented to the Council an update on several items.

C. BUDGET

The following is the projected budget for the 2018 – 2019 FY. These costs will cover several activities, including: annual reports, information materials, travel for handler visits, workshops, and other necessary industry materials.

Annual Reports	-	\$15,000
Informational Materials	-	\$35,000
Travel/Handler Visits		

Workshop Materials	-	\$50,000
WS – Field Events	-	\$780,000
TOTAL	-	\$880,000

Last year, the Council approved an Industry & Communication budget of \$62,000. This will be an increase of \$818,000 from the previous year. It should be noted that handler visits were at a minimum last year, with a bulk of the training coming from workshops. Additionally, the Field events listed were part of the overall marketing program last year and are being added into this area as it is directly related to industry relations and grower outreach.

- MOVED by ZEDAN and duly seconded by HAYS and unanimously carried THAT the Industry Relations & Grower Communications budget be approved as presented. (MOTION 8-30-18 #3)

III. GOVERNANCE COMMITTEE

A. COMPLIANCE REVIEW

On July 30 – August 2, The American Pecan Council (APC) held its two-year compliance review. During the review there were 26 items that were identified as needing amending, created, or follow-through. Additionally, USDA’s compliance team, APC staff, and the officers of the APC held a conference call as part of the exit interview for the compliance review. Staff has begun making several of the changes. The following are policies that need to be created or amended to assist the APC in becoming compliant with the FMO mandates.

- By-Laws – Amendments needed
- Travel Policy – Amendments needed
- Internal Control Policy – Amendments needed
- Staff Training Policy – New
- Employee Handbook – New
- Handler Policy – New
- Whistleblower Protection Policy – New
- Anti-Trust Policy – New
- Complaint Policy – New
- Funding Request Proposals – New
- E-Compliance Plan – New

Staff has put together proposed policies that will need to be amended or approved to satisfy the compliance mandates. Failure to adopt these policies will result in non-compliance and potential actions against the APC. However, it should be noted that these policies are not uncommon for FMOs. Overall, the compliance review was very helpful in identifying several of the needs for the APC while assisting the young organization in establishing its fundamental policies.

On a side note, with the APC being a new FMO, it is possible that yearly compliance reviews may be conducted to ensure that the new organization is complying with the USDA mandates. Staff will continue to update the APC as these policies are implemented and when the next compliance review will be conducted.

Additionally, the Council will have to approve its Compliance program. This program has been modified in order to satisfy USDA compliance rules and regulations and will assist in the governance of the Council for the 2018 – 2019 FY.

The following motions were made for the approval of the items listed in the compliance review.

B. POLICIES REVIEW & ADOPTION

- i. Bylaws – Amendments

- MOVED by CARIS, duly seconded by ARNOLD and unanimously carried THAT the bylaws be amended. **(MOTION 8-30-18 #4)**

- ii. Travel Policy – Amendments
 - MOVED by SALOPEK, duly seconded by ROEDER and unanimously carried THAT the travel policy be approved as amended. **(MOTION 8-30-18 #5)**

- iii. Internal Control Policy – Amendments
 - MOVED by CARIS, duly seconded by WORN and unanimously carried THAT the internal controls be approved as amended. **(MOTION 8-30-18 #6)**

- iv. Staff Training Policy – New
 - MOVED by STRALEY, duly seconded by LANDGRAF and unanimously carried THAT the staff Training Policy be approved. **(MOTION 8-30-18 #7)**

- v. Employee Handbook – New
 - MOVED by ROEDER, duly seconded by LANDGRAF and unanimously carried THAT the Employee Handbook be approved as amended. **(MOTION 8-30-18 #8)**

- vi. Handler Policy – New
 - MOVED by LANDGRAF, duly seconded by CARIS and unanimously carried THAT the Handler Policy be approved as amended. **(MOTION 8-30-18 #9)**

- vii. Whistleblower Protection Policy – New
 - MOVED by MASON, duly seconded by ZEDAN and unanimously carried THAT the Whistleblower Protection Policy be approved. **(MOTION 8-30-18 #10)**

- viii. Anti-Trust Policy – New
 - MOVED by STRALEY, duly seconded by LANDGRAF and unanimously carried THAT the Anti-Trust Policy be approved as amended. **(MOTION 8-30-18 #11)**

- ix. Complaint Policy – New
 - MOVED by ZEDAN, duly seconded by CARIS and unanimously carried THAT the Complaint Policy be approved. **(MOTION 8-30-18 #12)**

- x. Expense Forms – Amendments
 - MOVED by ARNOLD, duly seconded by SALOPEK and unanimously carried THAT the Expense Forms be approved. **(MOTION 8-30-18 #13)**

- xi. Funding Request Proposals – New
 - MOVED by WILLIS, duly seconded by HAYS and unanimously carried THAT the Funding Request Policy be approved as amended. **(MOTION 8-30-18 #14)**

xii. E-Compliance

- MOVED by CARIS, duly seconded by ROEDER and unanimously carried THAT the e-compliance plan be approved as amended. (MOTION 8-30-18 #15)

C. FINANCIALS

i. Audited Financials

Each year, the Council’s financials are audited. This is a requirement by the US Department of Agriculture.

A representative from Eide Bailly will review the Financial Statements and Supplementary Information together with Independent Auditor’s Report.

- MOVED by LANDGRAF, duly seconded by SALOPEK and unanimously carried THAT the Audited financials be approved as presented. (MOTION 8-30-18 #16)

ii. Approval of Auditors

Each year, the Council must have its financials audited. Eide Bailly conducted the 2016 – 2017 FY audit. To ensure that the Council’s audit is conducted for the 2017 – 2018 FY, an auditor must be approved by the Council. Because this went out to bid last year, another bid is not required until after the referendum. The recommendation is to approve Eide Bailly for the next fiscal year.

- MOVED by ROEDER, duly seconded by STRALEY and unanimously carried THAT the auditors Eide Bailly are approved for the next fiscal audit. (MOTION 8-30-18 #17)

iii. Financials

Armstrong Backus oversees the financials of the APC. The Council Treasure shall present the latest financial report.

- MOVED by STRALEY, duly seconded by SALOPEK and unanimously carried THAT the financials be approved as presented. (MOTION 8-30-18 #18)

D. BUDGET

The following is the projected General Administration and Compliance budget for the 2018 – 2019 FY. This includes staff, insurance, rent, and all items needed to keep an office and administration. Additionally, there is a separate compliance portion of the budget. These are required areas under USDA to carry out the marketing order. This will be the first year where the APC will be able to start tracking expenses for an entire program year with compliance and staff.

General Administration	-	\$1,374,300
Compliance	-	\$225,000
TOTAL	-	\$1,599,300

- MOVED by WORN, duly seconded by ARNOLD and unanimously carried THAT the Governance Budget be approved as presented. (MOTION 8-30-18 #19)

E. STRATEGIC ACTION PLAN

As part of the 90-day transition plan presented to the Council by the Executive Director included a plan for a comprehensive strategic session. To date, an RFP was sent out and several companies contacted the Council. Staff has put together a list of proposed finalists that will conduct the strategic planning session. A committee will be established by the Council that will interview the finalists and make a recommendation to the Council or be put in charge of choosing the finalists for the Council.

Once the finalist is approved, staff will work with the company to begin putting together dates, materials, and presentations for the Council as the APC begins its strategic planning process. The purpose of the plan will give a three – five-year plan with a 10-year outlook.

- MOVED by WORN, duly seconded by SELMAN and unanimously carried THAT the Council approve finalists recommended to the Council for strategic planning AND THAT the Council approve a committee to review the finalists for strategic planning. (MOTION 8-30-18 #20)

IV. MARKETING COMMITTEE

A. Review of 2017 – 2018 Activities

Representatives from Weber Shandwick presented a summary of activities from the 2017 – 2018 year.

B. 2018 – 2019 Marketing Activities Program

Weber Shandwick will present a program for the first six months of the 2018 – 2019 FY and then present at the next meeting a second six-month plan. With several issues that have had a direct impact on the American Pecan industry (China tariffs, social media increases, brand awareness, NAFTA, and several other issues), the concept behind the six-month approach is to increase promotion activities at the peak of the season for the pecan industry. By promoting the domestic market, it will generate demand and hopefully relieve some of the product that has directly been impacted by political issues. After six months, the team, staff, and Council will review the activities and decide if the course needs to be increased, remain the same, or corrected in order to assist the industry in the most positive and effective way.

Today, Weber Shandwick will present a strategy for the 2018 – 2019 FY. Specifically, the program will focus on the next six months during the peak of the season.

Representatives from Weber Shandwick presented marketing activities for a six-month program for the 2018 – 2019 FY. ZEDAN had concerns that activities were not detailed with scope of work and voiced his opposition due to the lack of scope presented. Members from the Council voiced their approval of activities but cautioned on approving the funding without a scope of work detailing the information.

- MOVED by PAULK, duly seconded by LANDGRAF and approved by a 16 – 1 vote that the marketing activities for the 2018 – 2019 be approved. (MOTION 8-30-18 #21)

C. MARKETING POLICY STATEMENT

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 the upcoming year. Based on information, statistics, and feedback from the industry, the Council's statement identifies areas of focus and promotion. The Marketing Policy Statement must also follow several USDA points in order to be approved under the Federal Marketing Order rules and regulations. The following is the proposed Marketing Policy Statement for approval.

Representative from USDA VARELA stated that the pecan crop of inventory and prices should be stated within the statement. Councilmembers voiced concern that the industry would state a potential price and thus impact the fragile market that currently exists. Staff and USDA agreed to put this item off until the next meeting in order to get additional information.

D. BUDGET

The following is the projected budget for the 2018 – 2019 FY. For the Weber Shandwick portion of the budget, this is a six-month budget that will begin October 1, 2018 through March 1, 2018. The Council will reevaluate this portion of the budget in February. Other items listed are for the 2018 – 2019 FY.

Weber Shandwick	-	\$3,000,000
Market Access Program Assistance	-	\$250,000
Branded Materials/Give Away	-	\$75,000
APC Events		
Fruit Logestica	-	\$15,000
Asia Logestica	-	\$15,000
PMA	-	\$10,000
APC Travel for Events	-	\$25,000
USDA Marketing Events	-	\$10,000
Misc/	-	\$5,000
TOTAL	-	\$3,405,000

- MOVED by WORN, duly seconded by ARNOLD and unanimously carried THAT the Marketing Budget be approved as presented, AND THAT the Weber Shandwick work and Market Access Program activities are contingent upon a scope of work provided to the Council. **(MOTION 8-30-18 #22)**

V. STANDARDIZATION COMMITTEE

A. FORMS

Over the past month, the APC has received lots of industry feedback relating to the APC forms. Although these forms are required under the FMO, the forms could be more user friendly.

Additionally, the USDA must renew the APC's forms by 2019. This provides the Council an opportunity to make changes to the forms prior to the renewal. USDA has stated that any changes that the Council would like to make should be submitted to USDA by the first part of February. Over the next several months, this would be a good time to merge, eliminate or add to the Council's forms package. Council staff will begin putting together suggestions and call a Standardization Committee together to review the forms. Once the Committee reviews and makes suggestions, the Council will review and approve any of the changes.

On a side note, the Council is sending a Request For Proposal (RFP) for electronic reporting. The purpose of the project is to make an electronic reporting program for the industry to report. Furthermore, this program would provide update stats on a monthly basis through the website as required by the FMO. As RFPs are returned, a finalists will be selected.

B. NASS

Last year, the American Pecan Council approved \$135,000 for a January survey of the US pecan industry. NASS will be conducting the study for the industry. It should be noted, that the actual cost for the study is \$154,000. However, NASS agreed to work with the industry to complete this year's 2018 program. NASS has agreed to work with the Council on which studies the industry would like in the future and will meet with APC staff in September to introduce their team to the APC team. Additionally, NASS will educate the industry on the costs associated with each study so APC will have a better idea of budget dollars needed.

On a side note, the APC should approve dollars, if they wish to continue this study, at the \$154,000 range. With the APCs monthly reporting, coupled with the NASS study, the industry will have a good indication of numbers for the season.

C. BUDGET

The following is the projected budget for the 2018 – 2019 FY. These costs will cover several activities, including: electronic reporting for forms, NASS Survey, travel, and a contingency fund for satellite mapping.

NASS Survey		
January Prelim Report	-	\$158,000
December Crop Estimate	-	\$150,000
Contingency Fund	-	\$235,000
Travel	-	\$15,000
Electronic Reporting Forms	-	\$90,000
TOTAL	-	\$648,000

Last year, the Council approved \$360,000 for data and statistics. This will be an increase of \$288,000 from the previous year.

- MOVED by ZEDAN, duly seconded by WILLSON and unanimously carried THAT the Standardization Budget be approved as presented. **(MOTION 8-30-18 #23)**

VI. RESEARCH

A. Policies for Research

- i. 20 – 40 – 40 Rule

20-40-40 Rule

An initial invoice of 20% of the projects total reward must be submitted to the APC no later than the date specified in the Memorandum of Understanding. Payment is not limited to but should include labor and material costs.

A second invoice of 40% must include an interim report on the progress of the research.

A final invoice of 40% must include a final report and be submitted before final date of project for payment to be issued. If a no-cost extension is granted with an extended final date, the term will be extended to such date.

All invoices must include the following information:

- Date
- Project Title
- Research Name
- Amount of Funded Project
- Identified Payment Cycle (20%, 40% and Final 40%)
- Project Year
- Address to Send Payment
- Itemization of activities and expenses
 - o Salaries
 - o Travel
 - o Benefits
 - o Equipment
 - o Subcontractors

o Incidentals

- MOVED by MASON, duly seconded by LANDGRAF and unanimously carried THAT the policy be adopted as presented. (MOTION 8-30-18 #24)

ii. No-Cost Extension

No cost extensions may be requested by researchers but must be submitted to the APC by June 15th of the project year. Each research project is eligible for one no-cost extension. No-cost extensions will be reviewed by the Executive Director and APC Chairman. Should the Executive Director and APC Chairman agree that the extension is warranted, then the project will receive a one-time no-cost extension. If there are further questions or additional information needed, then the Executive Director and APC Chairman will refer the request to the Research Committee and the Full Committee during their July/August meetings. The Council will review the request and then will grant or deny the request. Researchers will be notified after the July/August Council decision. No-Cost extension requests must provide the reasoning behind the request. A finalization date before August 30th of the preceding year must also be provided. Under the APC's no-cost extension policy the researcher must submit final reports and invoicing by the project end date agreed upon in the extension. If invoicing and the final report is not provided to the APC the remainder of the funding will be terminated.

- MOVED by ZEDAN, duly seconded by CARIS and unanimously carried THAT the policy be adopted as presented. (MOTION 8-30-18 #25)

B. Research Projects 2017 – 2018

OTT presented an update on the 2017 – 2018 Research Projects funded by the Council in 2017 – 2018.

C. BUDGET

The following is the projected budget for the 2018 – 2019 FY. These costs will cover several activities, including: a health baseline study, and contingency fund for a request for proposals on several items. These items include an economic survey, pest and disease issues, or country specific studies.

Health Benefit Baseline Study	-	\$265,000
Nut Health	-	\$100,000
Contingency Fund	-	\$400,000
<hr/>		
TOTAL	-	\$765,000

Last year, the Council did not have a specific funding budget for research. The dollars were part of a funding request and included a round of proposals that were presented to the Council. The APC is currently revamping the way research is presented and requested. Specifically, the Committee will make priority recommendations to the Council. Once the Council approves the priorities, a Request for Proposals will go out on the projects that the Council is has labeled as important research. These proposals will be reviewed by the Committee and approved for funding.

- MOVED by STRALEY, duly seconded by WORN and unanimously carried THAT the policy be adopted as presented. (MOTION 8-30-18 #26)

VII. BUDGET

A. Approval of Comprehensive Budget

With the approval of all budgets, the Council approved the comprehensive budget for the 2018 – 2019 FY.

The Council based on the meetings discussion will approve the 2018 – 2019 FY Budget.

Projected Revenue

Projected Revenue	Dollars	% of Revenue
2017 – 2018 Remaining	\$1,100,000	11%
18-19 Improved	\$7,503,000	77%
18-19 Native/Seedlings	\$732,000	8%
18-19 Substandard	\$366,000	4%
TOTAL	\$9,701,000	100%

Projected Expenditures

Departments	Budget 2018 – 2019	% of Budget
Industry Relations	\$880,000	9%
General Administration	\$1,374,300	14%
Compliance	\$225,000	2%
Marketing	\$3,405,000	35%
Standardization	\$648,000	7%
Research	\$765,000	8%
Contingency	\$2,403,700	25%
TOTAL	\$7,297,300/\$9,701,000	100%

- MOVED by PAULK, duly seconded by MASON and unanimously carried THAT the Budget adopted. (MOTION 8-30-18 #27)

B. Approval of Line Item Transfers with Oversight by Chairman

The Council approved the Executive Director to have authority to transfer budget line-items within the budget with oversight by the Chairman.

- MOVED by HAYS, duly seconded by ARNOLD and unanimously carried THAT the Executive Director have authority to transfer budget line-items within the budget with oversight by the Chairman. (MOTION 8-30-18 #28)

C. Approval of Legal Counsel for Employee Related Activities

The Council approved the Council to obtain legal Counsel for Employee related activities during the 2018 – 2019 FY.

- MOVED by ZEDAN, duly seconded by PAULK and unanimously carried THAT the Council have the authority to obtain legal Counsel for Employee related activities during the 2018 – 2019 FY. (MOTION 8-30-18 #29)

VIII. EXECUTIVE SESSION

NO ACTION TAKEN

IX. NEW BUSINESS

A. Concern over Public Statements

Councilmember ZEDAN noted that the blogger Pecan Report was in attendance and that the Pecan Report explain what the "Fraud" is in the industry and who is associated with the fraud. ZEDAN stated that the blogger singled out the APC

and the Council has the right to know and have an explanation to what the fraud is as it is trying to impugn the integrity of the APC without any facts. ZEDAN stated he wants in the record that there needs to be answers and this is a public comment period to respond.

No other comments were made from the public relating to this issue.

B. S. African Tree Beetle

ADAMS brought to the Council an article that is circulating relating to the S. African Tree Beetle. He opened to the public comments relating to the beetle and asked that the industry get additional information.

C. Growth Hormone

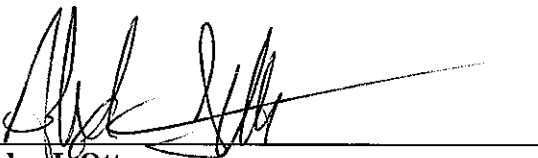
Several members raised concerns that other pecan producing countries may be using products that are not registered here in the U.S. including growth hormones. The industry needs to look into this issue.

D. Alternate Vacancy

Discussions of alternate vacancies were directed to the process of filling these positions. USDA stated that it would be in the industry's best interests to submit all vacancies at the same time. This will provide a more efficient way to appoint a vacancy and move a public alternate member to the member position.

X. ADJOURNMENT

- MOVED by MASON, duly seconded by PAULK and unanimously carried THAT the Council meeting be adjourned at 2:20pm (MOTION 8-30-18 #30)



Alexander J. Ott
Executive Director

SUMMARY OF ACTIONS FOR AUGUST 30, 2018

MOTION 8-30-18 #1

MOVED by STRALEY, duly seconded by SPRADLING and unanimously carried THAT the existing officers be nominated to their respective positions, the nominations be closed AND that an unanimous ballot be cast for election of the slate of officers.

MOTION 8-30-18 #2

MOVED by ZEDAN, duly seconded by CARIS and unanimously carried THAT the minutes of April 16 – 17, 2018 be approved as amended AND THAT the minutes of July 25, 2018 be approved as presented.

MOTION 8-30-18 #3

MOVED by ZEDAN and duly seconded by HAYS and unanimously carried THAT the Industry Relations & Grower Communications budget be approved as presented.

MOTION 8-30-18 #4

MOVED by CARIS, duly seconded by ARNOLD and unanimously carried THAT the bylaws be amended. ()

MOTION 8-30-18 #5

MOVED by SALOPEK, duly seconded by ROEDER and unanimously carried THAT the travel policy be approved as amended.

MOTION 8-30-18 #6

MOVED by CARIS, duly seconded by WORN and unanimously carried THAT the internal controls be approved as amended.

MOTION 8-30-18 #7

MOVED by STRALEY, duly seconded by LANDGRAF and unanimously carried THAT the staff Training Policy be approved.

MOTION 8-30-18 #8

MOVED by ROEDER, duly seconded by LANDGRAF and unanimously carried THAT the Employee Handbook be approved as amended.

MOTION 8-30-18 #9

MOVED by LANDGRAF, duly seconded by CARIS and unanimously carried THAT the Handler Policy be approved as amended.

MOTION 8-30-18 #10

MOVED by MASON, duly seconded by ZEDAN and unanimously carried THAT the Whistleblower Protection Policy be approved.

MOTION 8-30-18 #11

MOVED by STRALEY, duly seconded by LANDGRAF and unanimously carried THAT the Anti-Trust Policy be approved as amended.

MOTION 8-30-18 #12

MOVED by ZEDAN, duly seconded by CARIS and unanimously carried THAT the Complaint Policy be approved.

MOTION 8-30-18 #13

MOVED by ARNOLD, duly seconded by SALOPEK and unanimously carried THAT the Expense Forms be approved.

MOTION 8-30-18 #14

MOVED by WILLIS, duly seconded by HAYS and unanimously carried THAT the Funding Request Policy be approved as amended.

MOTION 8-30-18 #15

MOVED by CARIS, duly seconded by ROEDER and unanimously carried THAT the e-compliance plan be approved as amended.

MOTION 8-30-18 #16

MOVED by LANDGRAF, duly seconded by SALOPEK and unanimously carried THAT the Audited financials be approved as presented.

MOTION 8-30-18 #17

MOVED by ROEDER, duly seconded by STRALEY and unanimously carried THAT the auditors Eide Bailly are approved for the next fiscal audit.

MOTION 8-30-18 #18

MOVED by STRALEY, duly seconded by SALOPEK and unanimously carried THAT the financials be approved as presented.

MOTION 8-30-18 #19

MOVED by WORN, duly seconded by ARNOLD and unanimously carried THAT the Governance Budget be approved as presented.

MOTION 8-30-18 #20

MOVED by WORN, duly seconded by SELMAN and unanimously carried THAT the Council approve finalists recommended to the Council for strategic planning AND THAT the Council approve a committee to review the finalists for strategic planning.

MOTION 8-30-18 #21

MOVED by PAULK, duly seconded by LANDGRAF and approved by a 16 – 1 vote that the marketing activities for the 2018 – 2019 be approved.

MOTION 8-30-18 #22

MOVED by WORN, duly seconded by ARNOLD and unanimously carried THAT the Marketing Budget be approved as presented, AND THAT the Weber Shandwick work and Market Access Program activities are contingent upon a scope of work provided to the Council.

MOTION 8-30-18 #23

MOVED by ZEDAN, duly seconded by WILLSON and unanimously carried THAT the Standardization Budget be approved as presented.

MOTION 8-30-18 #24

MOVED by MASON, duly seconded by LANDGRAF and unanimously carried THAT the policy be adopted as presented.

MOTION 8-30-18 #25

MOVED by ZEDAN, duly seconded by CARIS and unanimously carried THAT the policy be adopted as presented.

MOTION 8-30-18 #26

MOVED by STRALEY, duly seconded by WORN and unanimously carried THAT the policy be adopted as presented.

MOTION 8-30-18 #27

MOVED by PAULK, duly seconded by MASON and unanimously carried THAT the Budget adopted.

MOTION 8-30-18 #28

MOVED by HAYS, duly seconded by ARNOLD and unanimously carried THAT the Executive Director have authority to transfer budget line-items within the budget with oversight by the Chairman.

MOTION 8-30-18 #29

MOVED by ZEDAN, duly seconded by PAULK and unanimously carried THAT the Council have the authority to obtain legal Counsel for Employee related activities during the 2018 – 2019 FY.

MOTION 8-30-18 #30

MOVED by MASON, duly seconded by PAULK and unanimously carried THAT the Council meeting be adjourned at 2:20pm

