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# USB POLICY

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# INTRODUCTION

## Purpose

The United Soybean Board (“USB”) policies are designed to provide guidance to Board members and staff in order to maintain compliance with all applicable laws, regulations and guidelines. Board members and staff are responsible for enforcing these policies.

## Definitions

- “Act” refers to the Soybean Promotion, Research, and Consumer Information Act (7 U.S.C. 6301-6311).
- “Action Team” refers to the three (3) teams assigned to manage program level activities to support the long-range strategic plan.
- “AMS” refers to USDA’s Agriculture Marketing Service.
- “AMS Guidelines” refers to the USDA Guidelines for AMS Oversight of Commodity Research and Promotion Programs.
- “Board member” refers to any director of USB.
- “Board” refers to all Board members collectively.
- “Bylaws” refers to the Permanent Bylaws of USB.
- “Chairperson” refers to the Board Chairperson.
- “Fiscal year” refers to October 1 to the following September 30.
- “LRSP” refers to USB’s long-range strategic plan.
- “Officer” refers to the Board Chairperson, Vice Chairperson, Secretary, or Treasurer.
- “Order” refers to the Soybean Promotion and Research Order (7 C.F.R. Part 1220).
- “Primary contractor” refers to a USB contractor selected to implement projects approved by the Action Teams.
- “Target Area” refers to the three (3) teams assigned to lead the strategies of the long-range strategic plan.
- “USB” refers to United Soybean Board as an organization (i.e., Board members and staff).
- “USDA” refers to the United States Department of Agriculture.

## Governing Documents

The following documents govern how USB operates and are listed by their level of authority. Therefore, if there is a conflict between any of the documents, the one with the highest level of authority must be followed.

- Act
- Order
- AMS Guidelines
- Bylaws
- USB Policy Manual
- Board Handbook

## **Amendments**

These policies may be amended by a simple majority of eligible votes of the Board. AMS must also approve any amendments.

## **BOARD MEMBER EXPENSE REIMBURSEMENT**

USB Approval: December 11, 2019

AMS Approval: January 24, 2020

### **Computer Hardware and Software**

All Board members have the choice of the following computer hardware:

- Board member purchased / USB reimbursed purchase of laptop
- Board member purchased / USB reimbursed purchase of tablet

#### **Board member Purchased and Reimbursed:**

Upon appointment or reappointment, Board members may be reimbursed up to one thousand two hundred dollars (\$1,200) for a laptop or tablet of their choice, including a carrying case. The device must support Diligent board books as well as other required electronic software in order to perform USB business. USB will not be responsible for maintaining the equipment. A receipt must be provided for the expense.

#### **Software and Applications:**

Board members will be reimbursed up to one hundred dollars (\$100) for software or app purchases and subscriptions of their choice on an annual basis. Software and apps must be used to conduct and communicate USB business. Examples of eligible software are anti-virus, PDF, word processing, spreadsheet, and email software. A receipt must be provided for the expense.

### **Telephone and Data Access Services**

Board members can be reimbursed monthly for access services of their choice up to twenty-five dollars (\$25) per service up to two (2) services. Access services include but are not limited to home phone service, mobile phone, home internet, wireless cards and tablet mobile services. Board members may submit requests for up to two (2) forms of access services per month. Service must be on equipment used to conduct and communicate board business. For example, a Board member may request a twenty-five dollar (\$25) reimbursement for their monthly mobile phone bill plus another twenty-five dollar (\$25) reimbursement for their home internet service for the same month. Because the Board member has requested reimbursement for two (2) forms of access services, the Board member would not be eligible for reimbursement of his/her tablet mobile service or wireless card for that same month. Also, receipts would not be required because the request for each form of access service is not more than twenty-five dollars (\$25).

The Executive Committee will be reimbursed monthly for access services of their choice up to one hundred fifty dollars (\$150). Access services include but are not limited to home phone, mobile phone, home internet, wireless card and tablet mobile services. Service must be on equipment used to conduct USB business. A receipt must be provided for each form of access service if the reimbursement request is over twenty-five dollars (\$25).

### **Communication Technology Hardware**

In the event that an Executive Committee member does not have communication technology hardware (i.e., smart phone) or their current communication technology hardware has been deemed out of date and unserviceable, they can purchase and submit for reimbursement up to four hundred dollars (\$400) for communication technology hardware, including a carrying case. This reimbursement is available to a Board member upon election to the Executive Committee and every three (3) years after if the Board member is still an Executive Committee member. The communication technology purchase must be used to conduct USB business. A receipt must be provided for the communication technology hardware and holding case.

### **Entertainment Expenses**

No expenses of an entertainment nature will be reimbursed.

### **Other Expenses**

The Treasurer will consider on a case-by-case basis reimbursement of out-of-the-ordinary personal expenses that would not have been incurred had the individual not been conducting USB business. A detailed explanation must be attached to the voucher.

### **Open Bars**

USB will not reimburse expenses for open bars at any checkoff-sponsored meeting/event.

### **Receipts Required**

Receipts are to be provided for reimbursement of various Board member expenses. Copies are acceptable for reimbursement.

### **Travel and Lodging Expenses**

For Board member travel and lodging expense reimbursements, please refer to [Travel Expense Reimbursements](#).

## **BUDGETING**

USB Approval: July 27, 2022

AMS Approval: August 9, 2022

The Board is responsible for the budgeting processes. Pursuant to Article IX, Section 4 of the Bylaws, all budgetary actions require a sixty percent (60%) affirmative vote of all eligible votes.

After approval by the Board, all budgets and budget amendments must be submitted to AMS for approval.

### **Budgeting**

Budgets are established and approved by the Board prior to the beginning of each fiscal year. Collections are the basis for the development of the Board budget. Collections are based on factors such as estimated cash price and utilization, as well as historical collections. The CFO develops the estimated collections budget for review and approval by the Treasurer and Executive Committee. The Treasurer and the Executive Committee review actual collections throughout the fiscal year and make any recommendations for changes to the collections budget. Recommendations would be provided to the full Board for consideration and approval.

Based on estimated collections, expense budgets are developed for program and non-program expenditures.

- Non-program budgets are established for administrative expenses and USDA oversight.
  - The administration budget cap is set at five percent (5%) of estimated collections by the Act and Order. A detailed administration budget is established, managed, and monitored by the Executive Committee and USB staff.
  - The USDA oversight budget is established for reimbursement to USDA for oversight costs and other expenses required by the Act and Order. The USDA oversight budget is managed and monitored by the Executive Committee and USB staff.
- Program budgets are established for the direct and indirect cost of USB programs.
  - Budgets for primary contractors' activities related to implementing programs and providing other services are established, managed, and monitored by the Executive Committee, if not included in other approved programs.
  - Audit and Evaluation Committee funding equals two percent (2%) of the total program budget.
  - The Executive Committee shall recommend to the Board an allocation to fund the program work reviewed and approved by the Action Teams. Subject to the Board's approval, funds are allocated to programs based on the decisions of the Action Teams. Within an Action Team, any funds that are not allocated to programs or funds released due to reductions in program budgets are available to fund programs throughout the fiscal year. Movement of unallocated funds between Action Teams during the fiscal year will be recommended to the Executive Committee for approval.
  - The Executive Committee may establish and manage an allocation for mid-year opportunities, for example co-funding strategic priorities with governmental entities. Action Teams shall review and approve these opportunities throughout the year and recommend to the Executive Committee for approval.
  - At the end of the fiscal year, Action Team funds that are not allocated to programs are released to unrestricted net assets.
  - Budgets are established for other program costs in the Operations budget and are managed by the Executive Committee.

### **Board Allocation to Strategic Objectives**

The Board approves budgets to achieve its strategic objectives. The Board assigns program approval and oversight within these budgets to Action Teams. Programs reviewed by Action Teams must be approved by a majority of Action Team members present.

Changes to Programs are approved as follows:

- Increases in the total program budget require Action Team approval.
- Program scope adjustments require action team approval.
- Program date extensions require action team approval.
- If there is no scope adjustment and the total budget is unchanged, reallocations of budgets are managed as follows:
  - Reallocation between subprograms or work plan components within a subprogram less than ten percent (10%) of related line-item budgets would not require approval

- Reallocation between subprograms or work plan components within a subprogram between ten percent (10%) and nineteen percent (19%) would require action team chair approval
- Reallocation between subprograms or work plan components within a subprogram greater than, twenty percent (20%) would require action team approval

For example, for a total program budget of one million dollars with a fifty thousand dollars (\$50,000) subprogram budget containing a work plan component with budget of twenty-five thousand dollars (\$25,000);

with an increase or decrease to the work plan component budget less than five thousand dollars (\$5,000) would not require approval

with an increase or decrease to the work plan component budget between five thousand dollars (\$5,000) and nine thousand nine hundred ninety-nine dollars (\$9,999) would require approval by the action team chair

with an increase or decrease to the work plan component budget category of ten thousand dollars (\$10,000) and greater would require approval by the action team

## **CHAIRPERSON'S EXPENSE REIMBURSEMENT**

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

In order to fulfill the obligations of the position, the Chairperson may be reimbursed for expenses, including those outlined in the Board Member Expense Reimbursement policy, up to three thousand five hundred dollars (\$3,500) above the limits outlined in that policy. Copies of receipts must be provided for reimbursement.

The Chairperson may be reimbursed for 100% of the cost of eligible expenses including the following:

- Laptop computer or tablet, including a carrying case
- Software or app purchases and software subscriptions
- Telephone and data access services for up to two (2) services such as home phone service, mobile phone, home internet, wireless cards and tablet mobile services
- Communication technology hardware (i.e., smartphone)
- Computer maintenance service
- Airline business center memberships
- AAA or similar service

Reimbursement for expenses not included on the list above requires pre-approval of the Vice Chairperson, Secretary and Treasurer.

## **COMMITTEE MEETING LOCATION**

USB Approval: December 11, 2019

AMS Approval: August 20, 2020

All in-person committee meetings shall be held in St. Louis, Missouri unless: (a) the meeting is held in conjunction with a Board meeting at another location; or (b) there is a compelling reason for the meeting to be held at another location. All committee meeting location change requests made pursuant to (b) above must be submitted to the Executive Committee for approval and reported to the full Board.

# CONTRACTING

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

All contracts for the development and carrying out of plans and projects must be submitted to AMS for approval pursuant to the AMS Guidelines. Submitted contracts must be approved by AMS before funds are expended pursuant to the contract. USB will not submit contracts to AMS for approval if they are pure service contracts such as leases and those for janitorial services, copier repairs, hotel arrangements, maintenance, and/or software subscription services, etc. A written and executed contract is not required if the total contractual amount is equal to or less than five thousand dollars (\$5,000).

USB must include the following language in contracts submitted to AMS for approval:

1. A provision stating that USB, as well as the Secretary of USDA, may terminate the contract at any time and be relieved of payment. USB will pay for all work performed pursuant to the contract until the date of termination.
2. A provision stating that any work performed by the contractor pursuant to the contract prior to AMS approval is at the contractor's own risk and that USB is not financially liable if the contract is not approved.
3. A provision stating that funds paid to the contractor may not be used for the purpose of influencing legislative or governmental policy or action.
4. A provision: (a) requiring the contractor to keep accurate records, books, and documents involving transactions related to the contract; (b) requiring the contractor to retain those records, books, and documents for three (3) years; and (c) stating that those records, books, and documents may be subject to inspection and audit by a representative of AMS and/or USB.
5. AMS's Equal Employment Opportunity statement.

USB must not include the following language in contracts submitted to AMS for approval:

1. Indemnification provisions unless the indemnification will in no way obligate the U.S. government to pay on a potential claim.
2. Liquidated damages provisions.

## **Multi-Year Contracts**

USB may enter into multi-year contracts provided the years are severable and either: (1) all funding is approved during the initial budget year; or (2) performance pursuant to the contract during the second and subsequent years of the contract is contingent upon the availability of funds and approved by USB. Leases and other pure services contracts are exempt from these requirements.

## **Contract Justification**

USB will maintain documentation evidencing why a contract was awarded to a particular contractor, including justification when the lowest bid is not awarded or if the contract was awarded on a non-competitive basis.



## FINANCIAL REPORTING

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

Financial statements are prepared quarterly and distributed to the Board members and AMS. On an annual basis, the financial statements will be audited by an independent public accounting firm (“firm”), in accordance with the AMS Guidelines. The firm will be retained by the Financial Audit Committee and report the final results of the audit to both the Financial Audit Committee and report the final results of the audit to both the Financial Audit Committee and the Board.

## FIXED ASSETS

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

For purchases of equipment, furniture, and/or fixtures with an estimated useful life of more than one year and with a cost of five thousand dollars (\$5,000) or more per item, the expenditures will be capitalized and depreciated using the straight-line method of depreciation based on the following useful life:

Asset Class	Useful Life
Office furniture, fixtures and equipment	7 years
Computer equipment and software	3 years
Automobiles	3 years
Leasehold improvements	Lesser of remaining lease term or 15 years

## GOODWILL BOARD DONATIONS

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

USB follows the AMS Guidelines regarding donations and gifts as outlined below:

1. USB is prohibited from making financial and gift contributions to any organizations, even in honor or memory of an individual.
2. USB may make donations of commodity, product, or funds (e.g., to food banks or disaster relief efforts) provided the donation is tied to a public relations or promotional effort promoting soybeans and/or the image of the industry.
3. USB may expend funds:
  - a. Up to two hundred dollars (\$200) per Board member per event, for cards, flowers, plants or similar tokens for special events or occasions (e.g., birth/adoption of a child, death of a family member, celebration of marriage, etc.);
  - b. Up to three hundred dollars (\$300) per Board member per term to recognize the Board member’s service;
  - c. Up to two hundred dollars (\$200) per staff person per event, as part of regular personnel practices, to include flowers, plants or similar tokens for special events or occasions (e.g., birth/adoption of a child, death of a family member, celebration of marriage, etc.);

- d. Up to two hundred dollars (\$200) per contractor per event, as part of regular business practices, to include flowers, plants or similar tokens for special events or occasions (e.g., birth/adoption of a child, death of a family member, celebration of marriage, etc.);
4. USB may provide monetary gifts, gifts that function as money, or other gifts as part of a research or promotion project (e.g., financial restitution to subjects of a research study, gift cards to survey participants, etc.) because such restitution is common practice and doing so benefits USB's collection of information or extends the reach of a promotion.
5. Nothing in this section prohibits USB from providing funds to an organization if the funds are for a direct allowable expense. As an example, USB shall not make a contribution to the American Heart Association in memory of an individual, but USB may provide funds to the American Heart Association as part of a USB promotion to cover exhibiting or symposium costs.
6. This section also does not prohibit USB from paying membership or sponsorship fees to industry associations or other groups, but the association or group must certify that those funds were not used for the purpose of influencing government policy or action (e.g., in an agreement, letter, or other documentation).

## **INSURANCE**

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

USB is responsible for maintaining adequate insurance coverage to protect the organization, Board members and staff. The Executive Committee will review the insurance coverage annually.

## **INTELLECTUAL PROPERTY RIGHTS AND ROYALTIES**

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

Patents, copyrights, inventions, or publications ("Intellectual Property") developed wholly with USB funds through a plan or project shall be owned by the U.S. Government as represented by USB, and all income derived from such Intellectual Property (e.g., rents, royalties, residual payments, or other income from the rental, sale, leasing, franchising, or other uses) shall accrue to the U.S. Government as represented by USB and always inure to the benefit of USB and its farmer investors.

However, when additional funding is provided by any party receiving USB funds for a plan or project, ownership of the Intellectual Property may reside with that party if USB receives: (a) a nonexclusive paid-up license to use and sublicense the invention; or (b) the right to require the party and/or licensees of the party to issue licenses to eligible parties to ensure exploitation (i.e., march-in rights). USB may also agree to a reasonable sharing of income derived from Intellectual Property developed through a plan or project when the other party provides additional funding for the plan or project.

## **INVESTMENTS**

USB Approval: July 29, 2020

AMS Approval: October 3, 2020

USB, with the approval of AMS and pursuant to the Act, Order and AMS Directive 2210.2, may invest assessment funds collected by USB only in short-term obligations of the United States or any agency thereof, in general obligations of any State or any political subdivision thereof, in any interest-bearing account or

certificate of deposit of a bank which is a member of the Federal Reserve System, or in obligations fully guaranteed as to principal and interest by the United States. USB will submit its investment statement for each accounting period to AMS for review.

USB will submit to AMS for approval pursuant to the AMS Guidelines a formal Memorandum of Understanding before funds are deposited with a financial institution. Accounts may only be established at financial institutions having FDIC insurance. Accounts at individual institutions should not exceed, in the aggregate, FDIC insured thresholds or must be fully collateralized by Federal Government securities specified in U.S. Department of the Treasury Regulations (31 C.F.R. Part 202).

## NET ASSETS

USB Approval: July 27, 2022

AMS Approval: August 9, 2022

The purpose of the Net Assets Policy for USB is to ensure the stability of the mission, programs, and ongoing operations of the national soybean checkoff. The Net Assets Policy is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated decline in Collections, or uninsured losses. Net assets may also be used for one-time, nonrecurring programs that will significantly advance the mission of the checkoff. Net assets are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of USB for net assets to be managed in accordance with this Policy. The Net Assets Policy will be implemented in concert with the other governance and financial policies of USB and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

### Net Assets Target

The Net Assets Target (“Target”) is defined as the level of unrestricted net assets to be held in reserve. The Target is equal to fifteen percent (15%) of the total budgeted expenditures for the prior fiscal year. Unrestricted net assets are defined as net assets which are not committed for any other purpose.

During the annual budget cycle, the Target will be calculated for purposes of developing the budget for the upcoming fiscal year.

### Use and Replenishment of Unrestricted Net Assets

If the Target as calculated above is less than the level of unrestricted net assets reported in the March 31<sup>st</sup> financial statements for the current fiscal year, the excess funds shall be available for allocation to future budgets or Special Purpose Funds in accordance with the policies and procedures then in place subject to the following limits:

- Allocations from unrestricted net assets shall not reduce the balance of unrestricted net assets below the Target unless the following conditions are met:
  1. A sixty percent (60%) majority of the Board approves the allocation from unrestricted net assets,
  2. A requirements analysis and timeline for replenishment, if anticipated, is established, and approved by the Board, and
  3. Such allocation and replenishment plan is approved by USDA.

If the Target as calculated above is greater than the level of unrestricted net assets reported in the March 31<sup>st</sup> financial statements for the current fiscal year:

- A requirements analysis and timeline for replenishment, if anticipated, shall be established, and approved by the Board, and
- Such replenishment plan must be approved by USDA.

### **Net Assets Reporting**

The CFO is responsible for ensuring that the Net Assets Policy is monitored and maintained as described herein. The CFO maintains records of the use of funds and the plan for replenishment. The Treasurer will provide regular reports to the Executive Committee and Board of the level of unrestricted net assets and progress to restore the unrestricted net assets balance to the Target, if necessary.

## **SPECIAL PURPOSE FUNDS**

USB Approval: July 27, 2022

AMS Approval: August 9, 2022

Special Purpose Funds shall be established, amended, or terminated by a sixty percent (60%) majority of the Board, subject to approval by AMS. The source of such Special Purpose Funds may be current year resources or unrestricted net assets. The programs that use Special Purpose Funds must be approved by the Board and AMS. The Treasurer shall provide progress reports to the Executive Committee and Board regarding the progress of the associated programs and the related expenditures. The Board must ratify the intended use and duration of Special Purpose Funds not less than annually. Any programs which are not ratified for continuation will be terminated and the related Special Purpose Funds shall be released to unrestricted net assets. Upon completion of the associated programs, unspent Special Purpose Funds shall be released to unrestricted net assets.

## **SPONSORSHIPS**

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

A sponsorship is defined as an activity that USB pays for in exchange for specific checkoff related deliverables and/or performance measures sufficient to justify the amount of the sponsorship.

## **TRAVEL EXPENSE REIMBURSEMENTS**

USB Approval: December 8, 2021

AMS Approval: December 20, 2021

Reasonable and necessary expenses related to travel on behalf of USB will be reimbursed. Necessary travel expenses include airline and rail tickets, mileage, food, beverages and lodging. When other expenses are incurred, the traveler must provide a detailed explanation and receipts for reimbursement. When receipts are unavailable, a detailed explanation must be provided. When other individuals' expenses are included with the traveler's expenses, the name(s) and organization(s) must be provided. No spousal expenses will be reimbursed.

All expenses relating to travel and lodging shall be grouped into one of the following categories:

- Travel to a Board or committee meeting;
- Travel to a QSSB board meeting in cases where the QSSB does not reimburse the USB Board member;

- Travel to a function or meeting of an organization or organizations in which a person is representing USB at such function or meeting;
- The travel activity relates to evaluating performance or effectiveness of an ongoing project within a given market; or
- The travel activity relates to investigating or analyzing potential market development activities within a given market.

With the exception of travel to a Board or committee meeting, all travel must be preapproved in writing via a Travel Request form. When possible, all travel requests should be submitted for approval twenty-one (21) days prior to travel in accordance with the following table:

<b>Traveler</b>	<b>Approver</b>
Employees	Employee’s manager
CEO	Chairperson
Board Members	Chairperson and Action Team Chair when related to Action Team duties
Chairperson	Treasurer

**Travel – General**

All travel expense reports must contain the business purpose of the travel. If combined with other travel, only expenses that would have been incurred exclusively for USB will be reimbursed. No expenses covered by another entity will be reimbursed by USB.

For USB meetings that require registration, travelers should make every effort to notify the meeting organizer if they will not attend the meeting for which they have registered. If notification is not provided, the traveler may be responsible for the lodging charges. For all other meetings, travelers should make every effort to notify the hotel to cancel their reservations if they will not attend the meeting. If hotel reservations are not cancelled, the traveler may be responsible for the lodging charges.

**Air and Rail Travel**

Domestic travel should be reserved at least seven (7) days in advance, if possible, to reduce the cost of the travel. USB will not reimburse the cost of first-class airfare. International air travel must be purchased at least fourteen (14) days in advance of the flight. Exceptions must be preapproved. Business class is allowed for domestic rail travel. A receipt for the ticket should be attached to the expense report when requesting reimbursement.

USB will reimburse the cost of TSA PreCheck and TSA Global Entry for Board members and staff that travel on behalf of USB. Unused, nonrefundable tickets should be rebooked for future USB business and the cost of the ticket submitted to USB as part of the reimbursement request for the future travel. If the ticket cannot be rebooked for future USB business, USB may pay the cost of the nonrefundable ticket subject to appropriate approval.

The purchase of business class tickets are permitted for international flights in excess of eight (8) hours (scheduled travel time) and up to two (2) hours of a layover period may be included in the calculation. Exceptions are subject to appropriate approval.

### **Auto**

USB reimburses mileage at the IRS standard mileage rate for business use. If electing to travel by car, total reimbursement for mileage, meals, and lodging shall not exceed two (2) days' travel each way (one (1) night out each way). Exceptions are subject to appropriate approval. Car rentals are reimbursable only when a cost justification is provided.

### **Lodging**

Reimbursement of lodging expenses should be at rates comparable to a standard, single-occupancy room at a national business-class hotel unless prior approval is given. If at a USB function, reimbursement is limited to the hotel's authorized group room rate for one individual. Optional hotel room upgrades will not be reimbursed. Lodging receipt(s) must be attached to the expense report.

### **Food and Beverage**

Actual food and beverage expenses will be reimbursed up to a maximum of one hundred fifty dollars (\$150) per day, including tips. Alcoholic beverages purchased with lunch or dinner are reimbursable.

Itemized receipts for meals over twenty-five dollars (\$25) must be provided for reimbursement. Exceptions are subject to appropriate approval. When meals are provided as a part of a USB function, individual meal expenses away from the function will not be reimbursed unless the traveler indicates on their registration form that they will not be participating in the group meal.

### **Laundry Expenses**

For trips longer than five (5) working days, laundry expenses up to one hundred dollars (\$100) can be submitted for reimbursement. An itemized laundry receipt is required.

### **Receipts Required**

A receipt is required for any expense claimed for over twenty-five dollars (\$25). Receipts for lesser amounts should be provided when available. Copies of receipts are acceptable for reimbursement.

### **Expense Submission Process**

All expense reports will be reviewed for compliance with this policy. Board member expense reports with exceptions and/or questions will be forwarded to the Treasurer or another Officer in their entirety for review and a decision. After reimbursements are issued, a payment register will be generated for submission to the Treasurer and/or another Officer.

## **USB CREDIT CARDS**

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

Employees will be assigned credit cards as determined by USB management. To be eligible for a corporate credit card, an employee must travel frequently in the course of their duties or manage business expenses of a kind appropriately paid by credit card. The corporate credit card must be used for USB business expenses including routine recurring office expenses, travel, meeting cost and other general office expenses. The

corporate credit card cannot be used to obtain cash advances, bank checks, traveler's checks, or for personal expenses. If a card is unintentionally used for an employee's personal expense, the employee must reimburse USB no later than thirty (30) days from the notification date.

A listing of users and credit limits shall be provided to the Executive Committee annually. The Treasurer shall review credit card charges on a monthly basis.

## **USB-ISSUED EQUIPMENT**

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

Board members are responsible for the maintenance and care of USB-issued equipment (i.e., computers, tablets, etc.). This policy does not apply to Board member purchased/USB reimbursed computer equipment.

Board members who misuse USB-issued equipment will be required to return that equipment to USB. Misuse of USB-issued equipment includes but is not limited to the following:

- Disclosing USB's confidential or private information;
- Harassing, threatening, defaming or discriminating against anyone;
- Downloading unauthorized software;
- Transmitting copyrighted materials belonging to entities other than USB; and/or
- Using USB-issued equipment for personal financial gain or personal business.

## APPENDIX A DELEGATION OF AUTHORITY

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

### **Primary Contracts and Agreements**

Contracts with primary contractors for program work are approved by the Board, regardless of limit. Contracts with primary contractors for the implementation of the program work are negotiated by the CEO, approved by the Executive Committee and signed by the Chairperson.

### **Contracts and Payments**

All contracts and payments entered into on behalf of USB must be reviewed and approved as noted in the approval structure below. Approval for contracts must also be obtained from AMS, in accordance with the AMS Guidelines.

<b>Authorization Limits</b>	<b>Approver</b>
Up to \$10,000	Manager
Up to \$25,000	Staff Director or Executive Assistant
Up to \$100,000	Vice President or Senior Director
Up to \$150,000	Senior Vice President or CFO
Up to \$500,000	CEO
Greater than \$500,000	CEO with the approval of the Chairperson or another Officer

### **Unscheduled Administrative Expenses**

Authorization for expenditures from the unallocated line item within the administrative budget between USB meetings shall be authorized as follows:

<b>Authorization Limits</b>	<b>Approver</b>
Up to \$10,000	Treasurer
Up to \$50,000	Treasurer plus another Officer
Greater than \$50,000	Executive Committee



**Expense Reimbursements to Board Members and Staff**

Expense reimbursement requests must be approved for payment according to the following table:

<b>Recipient</b>	<b>Approver</b>
Employees	Employee’s manager
CEO	CFO and Treasurer
Board Members	Requests with policy exceptions by Treasurer and all others by CFO
Treasurer’s Expenses	CFO and any other Officer

**Bank Accounts**

Opening or closing of bank or investment accounts must be approved by the Executive Committee.

The following Officers and staff are authorized to approve payments from the operating bank account. Payments greater than \$25,000 must have two (2) approvals:

<b>Account Type</b>	<b>Approver</b>
Operating Account	Chairperson, Vice Chairperson, Treasurer, Secretary, CEO, CFO and Senior Vice President of Governance and Compliance

**Alternates**

The following table outlines alternates, in the event staff or an Officer is unable to perform their duties, as outlined in this document:

<b>Approver</b>	<b>Alternate</b>
Chairperson	Vice Chairperson
Treasurer	Secretary
CEO	CFO
CFO	CEO or Senior Vice President of Governance and Compliance

## APPENDIX B RECORD RETENTION

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

All USB Records shall be retained pursuant to the applicable retention periods identified in the table below.

- 1) **Definition:** “Record(s)” means any document or email, whether in physical or electronic form, that is generated or received by USB in connection with its operations.
- 2) **Records Screening Process:**
  - a. Records relevant to any pending litigation and/or legal action shall not be destroyed. Any questions regarding those Records should be directed to the SVP of Governance and Compliance.
  - b. Records shall be immediately disposed of that: (i) do not fall within a Record Classification; (ii) are no longer required; or (iii) have satisfied their required Retention Period.
  - c. Email and other electronic Records may fall into various Record Classifications and should be treated accordingly (i.e., subject to the longest retention period when multiple Record Classifications are applicable).
  - d. Drafts and duplicates of any Record shall be disposed of once the final Record is retained.
  - e. Templates used to create any Record may be maintained indefinitely but shall be disposed of once a new template is created.
- 3) **Storage:**

Retained records shall be stored in a safe, secure location and protected from environmental and other potential harm.
- 4) **Disposal:**

Record review and disposal shall be conducted in March of each year.

RETENTION PERIOD	RECORD CLASSIFICATION
Permanent (electronic only after 5 years)	<ul style="list-style-type: none"> <li>● Bylaws and Articles of Incorporation</li> <li>● Final Reports of Research/Programs/Projects (including research results and attachments)</li> <li>● Patent, Trademark, and Copyright Files</li> <li>● Long-Range Strategic Plans, Strategies and Action Plans</li> <li>● Legal Research</li> <li>● Board Minutes</li> <li>● Financial Audit Reports</li> </ul>
18 Months	<ul style="list-style-type: none"> <li>● Email (system enforced subject to any legal holds)</li> </ul>
3 Years	<ul style="list-style-type: none"> <li>● Research/Program/Project Working Files</li> <li>● Employment Records (duration of employment plus three (3) years)</li> </ul>
5 Years	<ul style="list-style-type: none"> <li>● Contracts (from the date of termination and/or expiration)</li> <li>● Studies and/or Surveys</li> <li>● AMS Approvals (for projects and/or marketing communications)</li> </ul>
7 Fiscal Years (after the fiscal year the Record was originated or acquired)	<ul style="list-style-type: none"> <li>● Financial Records (including travel expenses)</li> <li>● Tax Records</li> <li>● Agreed Upon Procedures (AUPs) Reports</li> <li>● Insurance Policies, Certificates and Claim Files</li> </ul>

## **APPENDIX C**

### **CODE OF ETHICS AND CODE OF CONDUCT**

USB Approval: July 29, 2020

AMS Approval: August 21, 2020

#### **1) Code of Ethics**

USB is charged with administering the national soybean checkoff. Each Board member must act in the best interest of USB rather than in their own interest or that of industry segments or organizations. To fulfill this responsibility, Board members are prohibited from the following activities:

- a. Using USB time, facilities, information, equipment, and/or supplies for personal gain;
- b. Disclosing USB's confidential information to unauthorized parties;
- c. Receiving or accepting money or any other consideration from anyone or any organization other than USB for the performance of duties as a Board member unless approved by AMS (not including salary derived from the Board member's primary employment);
- d. Receiving or accepting anything of value from anyone who is doing or seeking to do business with USB under circumstances from which it reasonably could be inferred that the item was intended to influence the Board member's decision making while serving USB;
- e. Making unauthorized commitments or promises of any kind purporting to bind USB;
- f. In their capacity as a Board member, giving preferential treatment to any private organization or individual; and/or
- g. Engaging in or seeking outside employment or activities that conflict with the Board member's duties and responsibilities to USB. Such employment or activities may be permitted if Board members disclose this information in their annual Conflict of Interest Disclosure Statement (discussed below) and recuse themselves from any conflicting duties and responsibilities, including votes.

#### **2) Code of Conduct**

##### **2.1) Discrimination and Harassment**

##### **Discrimination**

The Board is responsible for hiring USB's Chief Executive Officer ("CEO"). Board members must provide equal employment opportunities to all employees and applicants without regard to race, color, religious creed, sex, national origin, ancestry, citizenship status, pregnancy, childbirth, physical disability, mental disability, age, military status or status as a Vietnam-era or special disabled veteran, marital status, registered domestic partner or civil union status, gender (including sex stereotyping and gender identity or expression), medical condition (including, but not limited to, cancer related or HIV/AIDS related), genetic information, or sexual orientation in accordance with applicable federal, state and local laws. In addition, USB complies with applicable state and local laws governing nondiscrimination in employment in every location in which USB operates. This policy applies to all terms and conditions of employment, including, but not limited to, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation, and training.

This policy also applies to Board member appointments to any committee, Action Team, or as a liaison to other organizations.

## **Harassment**

USB takes the issue of harassment very seriously and is committed to maintaining a positive, constructive working environment where all Board members, staff and contractor employees feel safe and comfortable. Accordingly, harassment on the basis of any protected characteristic identified in the Discrimination section above is prohibited. For the purposes of this policy, harassment is defined as verbal, written or physical conduct that denigrates or shows hostility or aversion toward an individual because of a protected characteristic. Examples of harassment include, but are not limited to, the following conduct:

- a. Epithets, slurs or negative stereotyping;
- b. Threatening, intimidating or hostile acts;
- c. Denigrating jokes; and/or
- d. Displaying written or graphic material that denigrates or shows hostility or aversion toward an individual or group.

USB will also not tolerate sexual harassment committed by any Board member. Any Board member who commits sexual harassment will be subject to discipline, which may include a recommendation to the Secretary of USDA for removal from USB. This policy applies to all aspects of a Board member's responsibilities and duties. Examples of sexual harassment include, but are not limited to, the following conduct:

- a. Unwanted physical or verbal sexual advances or propositions;
- b. Making service, employment or other benefits contingent on sexual favors;
- c. Leering, whistling, making sexual gestures, displaying or communicating suggestive objects or pictures, cartoons or posters;
- d. Inappropriate physical contact, including any touching, pinching, assaulting, impeding or blocking movement deemed uncomfortable by the recipient;
- e. Making derogatory comments, slurs, innuendo or jokes;
- f. Making comments about an individual's physical appearance, body and/or using demeaning words to describe an individual; and/or
- g. Sending suggestive or obscene letters, notes, or electronic communications.

## **Reporting Discrimination and/or Harassment**

- a. Any person that has a complaint for discrimination and/or harassment may directly inform the offending person that the conduct is offensive and must stop. If the person is not comfortable confronting the offender, they should promptly report the conduct to the Chairperson, any other USB Officer, or the CEO.
- b. USB will promptly and thoroughly investigate all complaints. The investigation may include interviews with the parties involved and, if necessary, any persons who may have relevant knowledge about the alleged conduct.
- c. Following the investigation of a complaint, USB will review the facts and results of the investigation, decide upon the validity of the complaint, and determine how the complaint should be resolved.
- d. If it is determined that an offense has occurred, USB will take immediate and appropriate remedial action, the nature of which shall depend upon the severity of the determined offense.
- e. After the investigation and determination of the merits of any properly registered complaint, USB shall meet with the complainant and accused to discuss the results of the investigation.
- f. USB will report the alleged misconduct to AMS as required by the AMS Guidelines.

## Confidentiality

Complaints will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### 2.2) Conflicts of Interest

For the purposes of this policy, a “conflict of interest” is defined as a situation in which a Board member is in a position to derive personal benefit from actions or decisions made in their official capacity. Board members must avoid any relationship or activity that might impair, or appear to impair, their ability to make objective and fair decisions when conducting USB business. Examples of potential conflicts of interest include, but are not limited to, the following:

- a. A relationship from a Board member’s family gives rise to a potential conflict of interest if that family member: (a) is or has been a Board member, Officer or staff member of an organization or person that has done, is doing, or is proposing to do business with USB; and/or (b) is or will be an owner, partner, member or shareholder of such organization;
- b. A Board member’s relationship with an organization or person that has transacted, is transacting, or may transact business with USB (e.g., contractors, industry partners, universities, principal investigators, QSSBs, etc.).
- c. A Board member’s receipt of gifts or travel related benefits from an organization or person that has transacted, is transacting, or may transact business with USB.

## Gifts

For the purposes of this policy, “gifts” are defined as any goods, services, discounts or any other benefit that a Board member receives in exchange for no consideration or less consideration than the value of the benefit given. Board members may accept personal gifts from organizations or persons transacting business with USB subject to the following:

- a. **Gifts valued at less than fifty dollars (\$50):** Board members may accept the gift as long as accepting it does not create the appearance of a conflict of interest.
- b. **Gifts valued at fifty dollars (\$50) but less than two hundred and fifty dollars (\$250):** Board members may accept the gift as long as the gift is reported on their annual Conflict of Interest Disclosure Statement.
- c. **Gifts valued at two hundred and fifty dollars (\$250) or greater:** Board members may not accept the gift without the prior written permission of the Chairperson.

## Travel and Meals

Board members may accept meals, lodging, transportation and miscellaneous expenses subject to certain conditions. Meals must be provided in conjunction with working sessions of meetings, conferences or other events directly related to conducting USB business. Board members may accept payment or reimbursement for lodging, transportation or miscellaneous expenses in connection with a meeting, conference or other event that the Board member attends as a USB representative to conduct USB business.

## Honoraria

Board members are prohibited from receiving honoraria or any other pecuniary/monetary rewards for activities conducted on behalf of USB.

## **Family Member Compensation**

No Board members' immediate family members may be compensated on a permanent or temporary basis by USB. For the purposes of this policy, "immediate family members" means parents, grandparents, siblings, children, grandchildren, spouses, in-laws, aunts, nephews, nieces and first cousins.

## **Conflict of Interest Disclosure Statements**

Board members must complete a Conflict of Interest Disclosure Statement annually where they are required to disclose: (a) relationships with any organization or person that is transacting, has transacted or may transact business with USB; (b) relationships with any organization or person that may give rise to a conflict of interest; (c) gifts valued at or more than fifty dollars (\$50) that they have received in the past year from organizations or persons who have transacted, are transacting, or may transact business with USB; and (d) all travel-related benefits that they have received in the past year from organizations or persons who have transacted, are transacting, or may transact business with USB. For the purposes of this policy, a passive investment in publicly traded corporations representing less than five percent (5%) of the then outstanding stock of that corporation shall not constitute a relationship giving rise to a potential conflict of interest.

The Officers together with the CEO and SVP of Governance and Compliance will review all Board member disclosure statements to determine whether any conflicts of interest exist. If it is determined that a conflict of interest exists, the Board member with the conflict must recuse themselves from participating in and/or voting on any matter involving the conflict. The Officers may also require the Board member to return gifts or reimburse a person or organization for travel-related benefits that create a conflict of interest. Even if no conflict of interest is found, Board members must exercise their best judgment and are strongly encouraged to recuse themselves from participating in and/or voting on matters where there is the appearance of a conflict of interest.

Any questions regarding conflicts of interest should be directed to the Officers, CEO or the SVP of Governance and Compliance.

### **2.3) Confidentiality**

Board members will have access to confidential information during their service to USB. Board members must execute a Non-Disclosure Agreement annually where they agree not to disclose USB's confidential information to any unauthorized individuals or third parties (including, but not limited to, other Board members; USB's staff, contractors or industry partners; universities; principal investigators; QSSBs; the public; etc.). Confidential information includes all knowledge and/or information regarding:

- a. Proposals sent to USB for consideration;
- b. USB's human resources (e.g., personnel/medical files; discrimination, harassment, or whistleblower complaints and investigations; conflict of interest disclosure statements, etc.);
- c. USB's financial information;
- d. Financial or commercial information obtained by USB from third parties (e.g., trade secrets, intellectual property, QSSB compliance reviews and investigations, etc.);
- e. Pending legal investigations and lawsuits involving USB;
- f. USB's pending transactions (e.g., contract negotiations, responses to requests for proposals, etc.); and/or
- g. Anything else that is deemed confidential by USB.

Board members must refrain from treating any confidential information as non-confidential. Any questions regarding USB's confidential information should be directed to the CEO, CFO or the SVP of Governance and Compliance.

#### 2.4) **Whistleblowing**

##### **Reporting Responsibility**

Board members have a responsibility to report any suspected misuse of funds, fraud or any other suspected violations of the law in accordance with this policy.

##### **Reporting Violations**

All complaints should be reported to any Officer or the CEO. However, if an individual is not comfortable reporting the complaint to any Officer or the CEO or is not satisfied with the action taken, they can contact USB's AMS representative or USDA's Office of Inspector General at (800) 424-9121. Any complaints regarding the misuse of funds must immediately be reported to AMS or to USDA's Office of Inspector General.

##### **Confidentiality**

Suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Complaints will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### 2.5) **Retaliation**

USB prohibits retaliation against any individual who reports any violation of USB's Code of Conduct or who participates in any investigation of such reports. Retaliation includes, but is not limited to, the following conduct:

- a. Removal from a leadership position;
- b. Intimidation or harassment; and/or
- c. Disciplinary action.