

# United Soybean Board Handbook

December 2022



## Table of Contents

This Handbook supersedes all previous versions of the Handbook.

1. INTRODUCTION .....	3
2. USB’S LONG RANGE STRATEGIC PLAN (LRSP) .....	3
3. HOW THE SOYBEAN CHECKOFF WORKS .....	3
4. USB’S GOVERNING DOCUMENTS .....	4
5. THE ROLE OF USDA .....	4
6. POWERS AND DUTIES OF THE BOARD .....	8
7. BOARD MEETINGS.....	8
8. BOARD OFFICER RESPONSIBILITIES.....	9
9. USB COMMITTEE MAKEUP .....	11
10. EXECUTIVE COMMITTEE RESPONSIBILITIES.....	11
11. VALUE ALIGNMENT COMMITTEE RESPONSIBILITIES .....	12
12. AUDIT & EVALUATION COMMITTEE RESPONSIBILITIES.....	12
13. FINANCIAL AUDIT COMMITTEE RESPONSIBILITIES .....	13
14. COMMUNICATION AND EDUCATION COMMITTEE RESPONSIBILITIES.....	14
15. ACTION TEAMS.....	14
16. PRIORITY AREAS .....	15
17. PORTFOLIO DEVELOPMENT PROCESS.....	16
18. BOARD MEMBER NOMINATIONS, ROLES & RESPONSIBILITIES .....	16
19. PROFESSIONAL DEVELOPMENT .....	19
20. USB STAFF .....	19
21. PRIMARY CONTRACTORS .....	20
22. IT SERVICES .....	20
23. IMPORTANT CONTACT INFORMATION .....	20



**1. INTRODUCTION**

The goal of this handbook is to answer some of the questions you may have concerning your service as a member of the United Soybean Board (“USB” or “Board”). Please read it thoroughly and retain it for future reference.

**2. USB’S LONG RANGE STRATEGIC PLAN (LRSP)**



**3. HOW THE SOYBEAN CHECKOFF WORKS**

USB consists of farmer leaders and was created as part of the 1990 Farm Bill. The Soybean Promotion, Research and Consumer Information Act (7 U.S.C. 6301-6311) (the “Act”) and the Soybean Promotion and Research Order (7 C.F.R. Part 1220) (the “Order”) that created the checkoff require that all soybean farmers pay into the checkoff at the first point their soybeans are sold. These funds are then used for soybean promotion, research and education programs at both the state and national level.

The following steps illustrate how the checkoff works:

1. Farmers sell soybeans to elevators, processors and grain dealers.
2. ½ of 1% of the total selling price is collected.
3. Half of the checkoff funds go to the state checkoff for investment in areas that are a priority for that state.
4. Half of the checkoff funds go to USB to meet the goals of the long-range strategic plan.



#### **4. USB's GOVERNING DOCUMENTS**

The following documents govern how USB operates and are referenced throughout this document. You should review and become familiar with these documents. They are listed below by their level of authority (i.e., if there is a conflict between any of the documents, the one with the highest level of authority must be followed).

- The Soybean Promotion, Research and Consumer Information Act
- The Soybean Promotion and Research Order
- AMS Guidelines
- USB Bylaws
- USB Policy Manual
- Board Handbook

#### **Amendments to USB's Governing Documents**

Amendments to the Act require the approval of Congress (House and Senate) and the President. USB is prohibited from requesting and/or discussing amendments to the Act through Congress (see the Prohibition on Lobbying section below). USDA may amend the Order only after a public comment period. USB may request changes to the Order through USDA.

The AMS Guidelines are revised periodically with input from USB and other federal checkoff programs. USB's Bylaws may be amended with an affirmative vote of two-thirds (2/3) of all eligible votes of the Board, and the Board must be given twenty (20) days' notice of any proposed amendments. The USB Policy Manual may be amended by a simple majority of eligible votes of the Board. USDA must also approve any amendments to the Bylaws and USB Policy Manual. Amendments to the Board Handbook require approval by a simple majority of eligible votes of the Executive Committee and the Board.

#### **5. THE ROLE OF USDA**

USB is a tax exempt 501(c)(1) corporation organized under the Act and is an instrumentality of the United States government. The Secretary of USDA through USDA's Agriculture Marketing Service ("AMS") oversees all of USB's activities.

#### **USDA's Agricultural Marketing Service**

AMS oversees USB's compliance with the Act, Order, AMS Guidelines and any other applicable authority. The Act is the legislative authority allowing the Secretary of USDA to issue the Order. The Order is written by USDA and allows the checkoff program to operate. The AMS Guidelines are designed to promote consistency within AMS and among all federal checkoff programs and places requirements on both AMS and the programs.

AMS oversees all federal checkoff programs. All federal checkoff programs are formed at the request of the industry. No tax dollars are used to fund federal checkoff programs and the assessments are mandatory. USB reimburses AMS for staff salaries, benefits, Office of General Counsel expenses, referendums/polls, supplies, equipment, travel and all departmental overhead. Collectively, AMS oversight costs are less than 2% of all federal checkoff programs' total projected assessments annually.



### Budgets & Amendments

AMS must approve all USB budgets and amendments to those budgets. The approved budgets must be posted on USB's website and made available to the public.

### Contracts

AMS reviews and approves all USB contracts except contracts for pure services (i.e., contracts for janitorial services, copier repairs, hotel arrangements, maintenance, software subscription services, etc.).

### Assessments & the Organic Exemption

All soybean assessments are mandatory. However, under Section 1220.302 of the Order, producers who operate under an approved National Organic Program organic production system plan may be exempt from the payment of assessments. Questions regarding the Organic Exemption should be directed to USB's Governance and Compliance staff.

### Redirection

Producers are not allowed a refund of any portion of their federal assessment from USB. However, under Section 1220.223(a)(3) of the Order, soybean producers in some, but not all, states may: (1) request a refund of all or a portion of their federal assessment from their QSSB; and (2) redirect those funds to USB.

A producer's ability to request a refund of all or a portion of their federal assessment from their QSSB, and to have those funds redirected to USB, depends on whether the state soybean checkoff law where the QSSB is located has a refund provision. In States with no laws regarding assessments and those with laws allowing assessment refunds, producers may request a refund of their federal assessment retained by the QSSB and request that those funds be redirected to USB. In States with assessment laws that do not explicitly allow refunds, the producer may not request that their federal assessment retained by the QSSB be redirected to USB.

### Activities & Expenditures

All of USB's program activities/expenditures must comply with the Act, Order and AMS Guidelines, and must be reviewed and approved by AMS. USB is held accountable for how funds are spent through AMS's Management Review process and through annual third-party financial audits. Any fraud or misuse of funds must be reported to AMS or the Office of Inspector General at (800) 424-9121.

### Annual Financial Audits

USB's annual financial audits are conducted in accordance with Generally Accepted Government Auditing Standards (GAGAS). The audits are conducted by a third party Certified Public Accountant and must be reviewed by AMS.

### Management Reviews

AMS conducts management reviews every three (3) years to ensure that USB is operating in compliance with all applicable laws.



### Independent Evaluations

USB must conduct a Return on Investment (“ROI”) study every five (5) years to evaluate the effectiveness of its programs. The results of the ROI study must be made available to industry stakeholders, reviewed and approved by AMS, and posted on USB’s website. From 2014 to 2018, every \$1.00 in checkoff funds spent resulted in \$12.34 in increased profits to producers.

### Prohibition on Lobbying

Under Section 1220.229 of the Order, funds collected or receive by USB cannot be used in any manner for the purpose of influencing legislation or any policy or action of the United States Government, any foreign or State government, or any political subdivision of those entities. This prohibition does not apply to: (a) the development and recommendation of amendments to the Order; (b) educating appropriate government officials of information relating to the conduct, implementation, or results of promotion, research, consumer information, and industry information as those terms are defined in the Act and Order; or (c) marketing soybeans or soybean products directly to a foreign government or political subdivision of those entities.

This prohibition applies equally to trade/producer organizations funded wholly or in part by USB or USB’s contractors. This prohibition does not apply to trade/producer organizations’ ability to lobby with non-assessments, or to individual Board members, except when acting in their official capacity for USB. The prohibition also does not prohibit USB from providing factual information to government officials with AMS approval.

USDA defines “influencing of legislation” as: (1) any attempt to affect the opinions of the general public or any segment thereof concerning current or proposed legislation; or (2) any attempt to influence legislation through communication with any member or employee of a legislative body or with any government officials who may participate in the formulation of legislation. “Government officials” refers to federal employees outside of USDA, foreign, and State governments/officials, legislators, and legislative staffs.

USDA defines “influencing of government policy or action” as any action the principal purpose of which is to bring about a change in existing policy or regulation or affect the outcome of proposed policy or regulation, except those actions which are specifically provided for the Soybean Act and Order.

### Promotional & Educational Materials

AMS must review and approve all of USB’s promotional and educational materials including producer communications and social media posts prior to being released to the public. Those materials must not disparage another commodity or competitor or include any false or misleading advertising. They must also be non-political. Further, no preference shall be given to a brand or trade name of any soybean product without the approval of the Board and the Secretary of USDA.



### USDA's Office of General Counsel (OGC)

- OGC provides all legal counsel to USB.
- OGC must approve all outside counsel for USB and all outside counsel contracts/engagement letters. This means that USB cannot utilize or retain outside counsel that is not approved by OGC.
- OGC has final decision-making authority on all USB legal matters. This means that in situations where outside counsel disagrees with OGC, OGC has final say on the issue.
- Attorney-client confidentiality with any USB attorney may not exclude OGC. This means that outside counsel must disclose the details of all legal matters discussed with Board members, staff and primary contractors upon request by OGC.
- All actual or potential violations of the law that outside counsel become aware of (including staff or Board member violations) must be disclosed to OGC no later than five (5) business days after becoming aware of the actual or potential violation.

### Freedom of Information Act & Executive Session

The Freedom of Information Act (“FOIA”) provides the public with access to all federal agency records (this includes USB’s records), or portions of those records, except for those records that are protected from disclosure by nine (9) exemptions. FOIA requests directed to USB are made through AMS and must identify specific records. AMS will work with USB to respond to FOIA requests.

Board and committee meetings are open to the public. However, USB can hold executive session if the subject matter (i.e., documents and topics) of the meeting is exempted by FOIA. The exemptions most relevant to USB are:

- Financial, commercial and/or trade secret information that is obtained by USB under the Act and Order such as QSSB audits and information regarding third parties’ intellectual property.
- Human resource, personnel and/or medical files.
- Pending legal investigations and Board transactions (i.e., contract negotiations).

### Request for Referendum

The Act requires USDA to conduct a Request for Referendum every five (5) years to determine if producers want to vote on the continuation of the federal soybean checkoff program. The last Request for Referendum was conducted in 2019. During the 2019 Request for Referendum, 791 soybean producers participated with 708 submitting valid requests. To initiate a continuance referendum, at least ten (10) percent, or 51,501 of the 515,008 soybean producers nationwide had to vote in the Request for Referendum with not more than one-fifth of the voting participants from any one state. Therefore, on July 17, 2019, USDA announced that it will not conduct the referendum to decide if the soybean checkoff will be continued.

### Reapportionment

The number of seats on the Board is determined by the level of soybean production for each state under Section 1220.201 of the Order. USDA adjusts the number of seats on USB every three (3) years to reflect changes in soybean production levels that have occurred since the Board was last reapportioned.



## 6. **POWERS AND DUTIES OF THE BOARD**

The Powers and Duties of the Board are outlined in Sections 1220.211 and 212 of the Order.

## 7. **BOARD MEETINGS**

Under Article IV of the Bylaws and Section 1220.212(a) of the Order, USB must hold at least three (3) meetings annually. The annual meeting is held in December and regular Board meetings are typically held in February and July. Special meetings may be called at any time by the Chairperson or by written request to the Chairperson by at least one-third of the Board members. Written notice of at least ten (10) days is required for any meeting.

### Robert's Rules of Order

Under Article XII of the Bylaws, USB follows Robert's Rules of Order at Board meetings. The basic principles of Robert's Rules of Order include the following:

- **Quorum:** Requires a majority of the Board members (Bylaws Article IV Section 6). No Board decisions can be made without a quorum present.
- **Committee Actions:** The actions of any committee shall be subject to ratification by the Board (Bylaws, Article VII Section 7).
- **Motions:** Every motion must have a second.
- **Amended Motions:** Motions may be amended. The amendment must have a second and a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. It may be easier for the initial motion to be withdrawn (i.e., a friendly amendment).
- **Table a Discussion:** To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time (e.g., "I make a motion to table this discussion until the next meeting. In the meantime, we will get more information so we can better discuss the issue."). A second is needed and a majority vote required to table the item under discussion.
- **Adjourn a Meeting:** The Chairperson may adjourn a meeting without a motion, second or a vote.

### Order of Business

An agenda will be provided to Board members before each meeting. The general order of business for Board meetings is as follows:

- Roll call and determination of quorum
- Reports of committees and the submission of committee actions for Board approval
- Unfinished business
- Approval of consent agenda items (i.e., minutes from a previous meeting and/or other noncontroversial matters)
- New business
- Adjournment





## Minutes

Minutes are the permanent and legal record of any Board, committee or Action Team meeting. The Secretary with the assistance of USB staff is responsible for drafting and distributing Board and Executive Committee meeting minutes to Board members and USDA after Board approval. Minutes for the Board, Executive Committee, Audit and Evaluation Committee, Financial Audit Committee and Value Alignment Committee are typically placed on the Consent Agenda for Board approval.

Draft minutes for any other committee or Action Team meeting will be delivered to the applicable Board members within twenty-one (21) working days of that meeting for review prior to being placed on the Consent Agenda for approval by the committee or Action Team.

## **8. BOARD OFFICER RESPONSIBILITIES**

Under Article VI of the Bylaws, the officers of the Board consist of a Chairperson, Vice Chairperson, Secretary and Treasurer. The officers are elected each year at the Board's annual meeting in December, and all officers are members of the Executive Committee.

The general responsibilities of the officers include the following:

- Maintaining familiarity with Board business, operations and governing documents
- Communicating non-confidential information to Board members regarding Board business and affairs
- Working in partnership with USB's CEO to ensure that Board business is carried out
- Serving as a representative and spokesperson for USB, and as a key liaison with the soybean industry

Each of the officers' specific responsibilities are discussed below.

### Chairperson

The Chairperson has the following responsibilities under Article VI, Section 5 of the Bylaws:

"The Chairperson shall be the principal elected officer of the Board and, subject to the control of the Board, shall supervise and control all of the business affairs of the Board. He/she shall, when present, preside at all meetings of the Board, and may sign, with the Secretary or any other officer authorized by the Board, any corporate document as authorized by the Board, and in general he/she shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Board from time to time."

Other responsibilities include:

- Serving as Chair of the Executive Committee
- Calling Board and Executive Committee meetings, presiding over the same, and developing and approving agendas for the same
- Reviewing and executing USB contracts in accordance with the USB's Delegation of Authority policy



- Appointing Board members to Work Groups and support committees (the creation of additional work groups or support committees will not occur without the approval of the Chairperson)
- Appointing Board members to industry stakeholder groups
- Coordinating the CEO's annual performance review

#### Vice Chairperson

The Vice Chairperson has the following responsibilities under Article VI, Section 6 of the Bylaws:

“In the absence, death, or inability of the Chairperson to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting he/she shall have all the powers of and be subject to all the restrictions upon the Chairperson, and he/she shall have such other duties as may be assigned to him/her by the Chairperson or by the Board from time to time.”

#### Secretary

The Secretary has the following responsibilities under Article VI, Section 7 of the Bylaws:

“The Secretary shall keep the minutes of all meetings of the Board and Executive Committee, see that all notices are duly given in accordance with these Bylaws, or as required by law, be custodian of all corporate books and records, and in general perform all duties incident to the office of Secretary and shall have such other duties as may be assigned to him/her by the Chairperson or by the Board from time to time. A draft copy of the minutes of every Board meeting shall be delivered to each Board member within twenty-one (21) working days of that meeting. A copy of the minutes of every Board and Executive Committee meeting shall be delivered to each Board member and the United States Secretary of Agriculture within twenty-one (21) working days after being approved by the Board.”

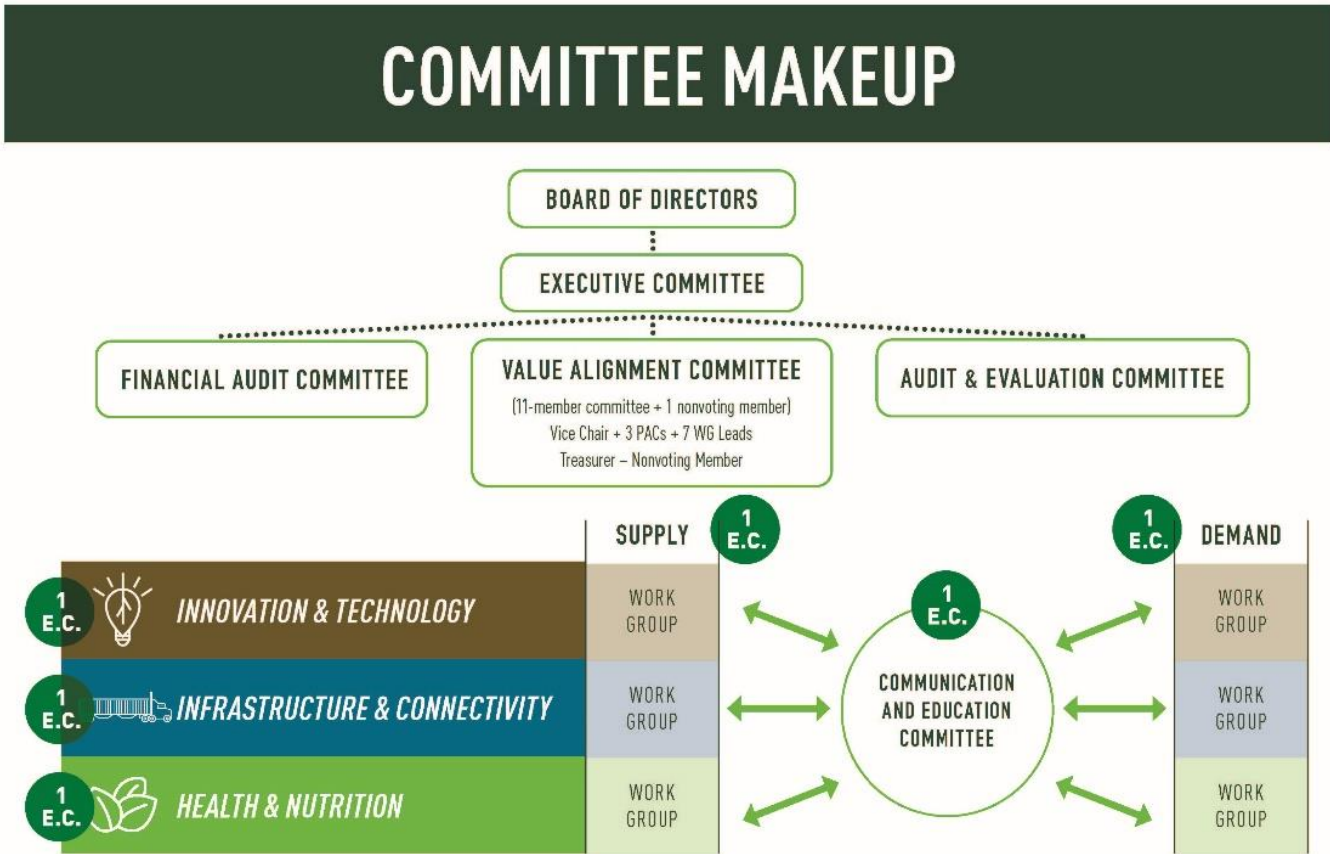
#### Treasurer

The Treasurer has the following responsibilities under Article VI, Section 8 of the Bylaws:

“The Treasurer shall have charge of all funds of the Board, shall manage and be responsible for handling the receipt, deposit, disbursement and investment of all funds of the Board under the direction of the Board. The Treasurer shall approve all expenditures in accordance with Board policies and procedures. The Treasurer shall perform such other duties as are normally incident to the office, as well as those that may be prescribed by the Chairperson or Board from time to time. The Treasurer shall keep or cause to be kept accurate financial records and submit reports of the same to the Board at each meeting thereof or at such other times as, with due notice, the Chairperson, Board or Secretary may request. The Treasurer and each designated co-signer shall be bonded in an amount sufficient to cover financial exposure as recommended by insurance standards for such fiscal activity.”



9. **USB COMMITTEE MAKEUP**



10. **EXECUTIVE COMMITTEE RESPONSIBILITIES**

The Executive Committee has the following responsibilities under Article VII, Section 1 of the Bylaws:

“The Board shall elect an Executive Committee which shall be responsible for the day-to-day operation of the Board within the policies established by the Board. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Treasurer, Secretary and six (6) other Board members elected at-large. The immediate past Chairperson, while he/she remains a member of the Board, shall serve as an ex-officio (voting) member of the Executive Committee. When in the opinion of the Chairperson an emergency exists, the Executive Committee is authorized to approve the expenditure of funds within individual program levels approved by the Board. Approval requires at least two-thirds (2/3) of committee members present at any meeting in which there exists a quorum. Such funding authority shall exist only until the next scheduled Board meeting.”

Other responsibilities include:

- Conducting the business of the Board when the Board is not in session
- Reviewing and approving the detailed USB administration and operating Budgets
- Evaluating the performance of USB’s CEO
- Receiving reports and recommendations from all standing committees



- Understanding and enforcing confidentiality rules during regular meetings and executive sessions
- Thoroughly understanding the requirements of the Act, Order, AMS Guidelines, and USB's Bylaws and policies
- Serving as mentors and a key information resource for new Board members
- Understanding and respecting the role of the Executive Committee, the Board, and the roles of USB staff, contractors and other volunteers

#### Executive Committee Member Voting Rights

All Executive Committee members assigned to Action Teams and support committees will have full voting rights on the respective Action Teams and/or support committees on which they serve.

### **11. VALUE ALIGNMENT COMMITTEE RESPONSIBILITIES**

The Value Alignment Committee has the following responsibilities under Article VII, Section 2 of the Bylaws:

“The Value Alignment Committee shall be responsible for ensuring the alignment of the Value Creation Framework [i.e., Portfolio Development Process] of the Strategic Plan. The committee shall consist of eleven (11) Directors including the Vice Chairperson, three (3) Priority Area Coordinators and seven (7) Work Group Leads. The committee will be chaired by the Vice Chairperson. The Treasurer shall serve as an ex-officio (nonvoting) member of the committee.”

### **12. AUDIT & EVALUATION COMMITTEE RESPONSIBILITIES**

#### General Charge of the Committee

The Audit and Evaluation (“A&E”) Committee’s primary functions are to: (a) ensure that checkoff funds are being spent pursuant to the Act and Order for the intended purpose; and (b) determine if soybean producers have received a reasonable return on investments made by USB.

#### Committee Composition

The A&E Committee consists of ten (10) Board members. The Chairperson appoints the A&E Chairperson. The A&E Chairperson recommends the remaining nine (9) committee members to the Chairperson for approval. The Treasurer shall serve as an ex-officio (nonvoting) member of the committee.

#### Audit and Compliance Responsibilities

- Oversee USB’s compliance program for QSSBs to ensure that they meet the requirements for certification pursuant to the Act and Order.
- Oversee USB’s compliance program for its primary contractors to ensure that they comply with the Act and Order and other USB policies and guidelines.



### Evaluation Responsibilities

- Oversee the evaluation of USB's program investments.
- Oversee the measurement, tracking and evaluation of USB's strategic plan.
- Oversee a Return on Investment Study every five (5) years pursuant to the AMS Guidelines.

## **13. FINANCIAL AUDIT COMMITTEE RESPONSIBILITIES**

### General Charge of the Committee

The Financial Audit Committee's ("FAC") primary functions are to: (a) oversee USB's financial audit process; and (b) act as a liaison between USB and the independent auditors.

### Committee Composition

The FAC consists of four (4) Board members. The Chairperson appoints the Financial Audit Chairperson and three (3) at-large committee members. The Chairperson and Treasurer shall serve as non-voting, ex-officio members of the committee. USB's Senior Vice President of Governance and Compliance shall serve as a resource to the Committee. USB's Senior Vice President of Governance and Compliance and USDA shall be included on all call to meeting notices.

### Responsibilities of the Committee

- The FAC will review with management, USDA and the independent auditors:
  - USB's annual audited financial statements and related notes.
  - The independent auditors' audit of the financial statements and their report thereon.
  - The independent auditors' judgments about the quality, not just the acceptability, of USB's accounting principles as applied in its financial reporting.
  - Any significant changes required in the independent auditors' audit plan.
  - Any serious difficulties or disputes with management encountered during the audit.
  - Matters required to be discussed with the independent auditors and management by applicable auditing standards.
- The FAC will evaluate the independent auditors on an annual basis. The FAC shall be authorized to hire the independent audit firm and shall be authorized to hire other consultants, as necessary.
- The FAC will review with management and the independent auditors the adequacy of policies and procedures with respect to financial approvals (i.e., internal controls) and will consider recommendations of any review of these controls by the independent auditors.
- The FAC will make an annual report to USB of the audit results and will recommend acceptance of the audited financial statements as presented.
- The FAC shall have access to a third-party financial expert, upon request.



## 14. COMMUNICATION AND EDUCATION COMMITTEE RESPONSIBILITIES

### General Charge of the Committee

The Communication and Education (“C&E”) Committee provides governance for communication and educational strategies that build trust in and elevate the reputation of U.S. Soy to drive new and increased value back to farmers. Additionally, the C&E Committee will work to increase soybean farmer checkoff work and outcomes.

### Committee Composition

The C&E Committee consists of thirteen (13) Board members appointed by the USB Chair, including two (2) Board members from each Work Group. A member of the Executive Committee serves as chair of the Committee, at the USB Chair’s discretion. A vice chair of the Committee will be selected by the Committee.

### Responsibilities of the Committee

- Provide strategic direction and guidance for all communication and education work, to assure achievement of the Board’s strategic plan.
- Review and provide guidance on annual updates to the strategic communications plan.
- Assure strategic alignment of any special communications or education projects approved by the Board.
- Serve as a Portfolio Development action team and work group to review concepts related to Communications and Education projects, to work with staff to shape selected concepts and identify gaps that should be filled in overarching projects, ensure projects are aligned with strategic plan, and provide broad governance over project implementation.
- Review and recommend an annual budget to fund foundational communications tactics such as issues management and monitoring.
- Receive quarterly strategic communications reports, monthly updates on day-to-day work areas and other reports as requested.

## 15. ACTION TEAMS

### Action Team Chairs

Each Action Team Chair is an elected member of the Executive Committee, appointed by the Chairperson, to guide the direction and activities of an individual Action Team. Supply and Demand Action Team Chairs are assisted by Work Group Leads. The Action Team Chair is responsible for ensuring that their Action Team is investing Board resources into programs that address Action Team goals.

### Action Team Responsibilities

Action Teams consist of a group of Board members that form the formal decision-making bodies for USB’s annual investments in strategic projects. Throughout the year, Action Teams also vote on project budget amendments, date extensions, and program and scope changes.



USB has the following three (3) Action Teams:

- **Supply:** The goal is to make recommendations to the Board for the funding of programs related to the fulfillment of the supply value chain goals established by the LRSP.
- **Demand:** The goal is to make recommendations to the Board for the funding of programs related to the fulfillment of the demand value chain goals established by the LRSP.
- **Communication and Education:** The Communication and Education Committee responsibilities are located in section 14 above.

## 16. PRIORITY AREAS

### Priority Area Coordinators

Priority Area Coordinators are elected members of the Executive Committee appointed by the Chairperson. Priority Area Coordinators are responsible for advancing the designated strategy toward accomplishing Priority Area goals and objectives.

### Priority Area and Work Group Responsibilities

Priority Areas consist of a group of Board members assigned to three strategic areas. Priority Areas intersect with Action Teams in the Strategic Plan to form Priority Area Work Groups. These groups evaluate proposals for projects using the Portfolio Development Process (discussed below) to recommend investments to Action Teams.

Below are the three USB Priority Areas and Work Groups within those Priority Areas:

- Innovation and Technology
  - Supply: The goal is to invest in the production of soybeans to meet the demands of the future through improvements, new uses and technology.
  - Demand: The goal is to invest in soy-based solutions to meet the demands of the future.
- Infrastructure and Connectivity
  - Supply: The goal is to invest in the ability of farmers to connect to markets, information and each other.
  - Demand: The goal is to invest in the necessary infrastructure to connect soy users to the market.
- Health and Nutrition
  - Supply: Plant Health and Nutrition – The goal is to invest in growing soybeans to meet the future needs of plants and soil health and nutrition.
  - Demand: Animal and Human Health and Nutrition – The goal is to invest in the benefits soybeans deliver for animal and human health and nutrition.





## **17. PORTFOLIO DEVELOPMENT PROCESS**

This process informs Priority Area Work Group recommendations and Action Team investment decisions to advance the strategic plan.

## **18. BOARD MEMBER NOMINATIONS, ROLES & RESPONSIBILITIES**

### Board Nominations

QSSBs nominate candidates to the Board using USDA's nomination forms located on its website. Under Sections 1220.203(d) and (e) of the Order, QSSBs must nominate at least two (2) individuals for each position to be filled and the nominations may be submitted in order of preference. The Secretary of USDA will make appointments from the nominations submitted by the QSSB pursuant to Section 1220.204 of the Order.

### Term in Office and Resignation

Board members are nominated by the QSSB where they reside. Under Section 1220.202 of the Order, Board members shall serve for terms of three (3) years. Each member shall continue to serve until a successor is appointed by the Secretary of USDA and has accepted the position. No member shall serve more than three (3) consecutive three-year terms. A Board member may serve more than nine (9) years total if those years are not served consecutively and/or if they were appointed to complete the term of another Board member.

A Board member may resign by notifying the Board Chairperson, CEO and USB Compliance team. The Board member must then draft a letter of resignation addressed to the Secretary of Agriculture, United States Department of Agriculture, 1400 Independence Ave., SW, Washington, D.C. 20250. The letter should indicate why the individual is resigning and identify the state or unit that the individual represents. The USB Compliance team will forward the resignation letter to USDA.

### Voting

Under Article IX of the Bylaws, votes at any Board meeting may be taken by voice, roll call, weighted roll call or electronically. Unless a weighted roll call vote is requested, each Board member (including the Chairperson) is entitled to cast one vote for any issue presented to the Board. After any regular vote is taken, any Board member may request a weighted roll call vote on the same question, at which time the weighted roll call vote will prevail. The procedure for a weighted roll call vote is located in Article IX Section 3 of the Bylaws and Section 1220.209(b)(2) of the Order. In any committee meeting, each member shall have only one vote. No Board member may vote by written proxy.

### Compensation & Reimbursements

Under Section 1220.210 of the Order, Board members shall serve without compensation but shall be reimbursed for their reasonable, ordinary, and necessary out-of-pocket expenses incurred by them in the performance of their responsibilities. Board members must follow USB's reimbursement policy in order to receive reimbursement. The reimbursement policy is located in the USB Policy Manual.





### Removal from Office

Under Section 1220.208 of the Order, if the Secretary of USDA determines that any person appointed to the Board fails or refuses to perform his or her duties properly or engages in acts of dishonesty or willful misconduct, the Secretary of USDA shall remove the person from office. A person may also be removed from office if the Secretary of USDA determines that the person's continued service would be detrimental to the purposes of the Act and Order.

### Personal Liability of Board Members & USB Staff

Under Section 1220.253 of the Order, no Board member, employee or agent of the Board, including employees, agents or Board members of QSSBs, acting pursuant to the Act and Order, shall be held personally responsible, either individually or jointly, in any way whatsoever, to any person for errors in judgment, mistakes, or other acts of either commission or omission, of such member or employee, except for acts of dishonesty or willful misconduct.

In other words, this section of the Order protects certain individual from liability as long as there is a reasonable basis to show that the action was done in good faith and due care with informed and independent judgment. However, Board members cannot be willfully ignorant of the affairs of USB. While Board members have the right to adequate information necessary to make informed decisions, they have an obligation to read, prepare, understand, and discuss issues before making decisions. A Board member appointed as Treasurer, for example, with limited knowledge of finance cannot simply rely on the representations and reports of staff or auditors that "all is well" with USB's finances. Moreover, officers and Board members acting outside of or abusing their authority may be subject to personal liability. Furthermore, officers or Board members who, in the course of the Board's work, intentionally cause injury or damage to others or their property may be personally liable for it.

### Board Members as Liaisons to Other Organizations

Each year the Chairperson may ask Board members to serve as USB's liaisons to other organizations. When serving as a USB liaison to other organizations, Board members' fiduciary responsibilities lie with USB. Also, when Board members are serving at USB meetings and conducting USB business, they must act in USB's best interests, rather than for the benefit of themselves or the benefit of any other organization. Board members serving as liaisons must follow USB's Conflict of Interest Policy but are not required to recuse themselves from participating in or voting on USB matters involving their liaison organization as long as they are acting in the best interest of USB.

### Code of Ethics and Code of Conduct

USB is committed to maintaining a positive, constructive, working environment where all Board members, staff, and contractors feel comfortable. USB will not tolerate discrimination and/or harassment committed by any individual. USB's Code of Ethics and Code of Conduct is located in the USB Policy Manual (Appendix C) and addresses the following topics which apply to all Board members:

- Board member ethics
- Discrimination and harassment



- Conflicts of interest
- Confidentiality
- Whistleblowing
- Retaliation

### Domestic & International Travel Tips

Board members must travel to Board meetings and may also travel internationally. Please consider the following guidelines when traveling domestically and abroad. Also, please contact USSEC and/or USB Operations staff for a comprehensive list of guidelines and resources.

- Be aware of your surroundings and suspicious people.
- Adhere to USB/USSEC travel protocols to prevent the spread of foreign diseases.
- Only carry as much cash as you need.
- Lock up valuables and medications that you are not carrying with you in a safe in your hotel room.
- Make a copy of your passport and/or make a note of your passport number in case it gets lost – having your passport number may make it easier to get a replacement.
- Dress appropriately – don't look like a tourist and be prepared for the local weather.
- Put name tags on every piece of your luggage.
- Travel with companions while sightseeing.
- If you have health issues, please consult with your physician before going on a trip to certain locations.

### Social Media

Board members are encouraged to use social media to promote their farms, soybeans, USB and agriculture in general. When speaking on behalf of USB, Board members should not: (a) use vulgar or abusive language, personal attacks of any kind, offensive terms targeting individuals or groups, or disparaging statements directed toward other commodities or organizations; (b) endorse political parties, candidates, or groups; (c) attempt to influence legislative or governmental policy or action; and/or (d) discuss topics unrelated to USB's mission.

Board members should follow these guidelines when communicating through their personal social media in situations where it could be perceived that they are speaking on behalf of USB.

### Antitrust

The antitrust laws are a collection of federal and state laws that regulate the conduct of entities to promote competition for the benefit of consumers. Trade associations and organizations that consist of market competitors may unknowingly violate the antitrust laws if certain actions are taken or if certain topics are discussed during meetings.

USB and its members are committed to full compliance with all antitrust laws. Violating the antitrust laws may result in civil and/or criminal liability, dissolution of an organization, and/or treble damages (i.e., three times the amount of actual damages caused by the antitrust violation). An effective antitrust compliance program helps create and reinforce a culture of antitrust compliance within the organization.



Therefore, during convened Board and committee meetings:

- There shall be no discussion or activities for the purpose of arriving at any understanding or agreement regarding price, the terms or conditions of sale, distribution, volume of production, territories or customers;
- There shall be no discussion or activity for the purpose of preventing any person or persons from gaining access to any market or customer for goods or services, nor any agreement or understanding to refrain from purchasing or using any material, equipment, services or supplies; and
- There shall be no discussion or activity that may be construed as forestalling or limiting research and development

## 19. **PROFESSIONAL DEVELOPMENT**

### Leadership Academy

USB offers leadership and professional development training opportunities for new and existing Board members through the Leadership Academy. Please contact USB's Operations staff at (800) 989-8721 to learn more about this program.

### AG Leader Source

AG Leader Source provides Board members with online training resources in governance, finance, compliance, leadership and professional development. Please contact USB's Operations staff to learn more about this program.

## 20. **USB STAFF**

The Board has formally and informally delegated some of its powers and duties under Sections 1220.211 and 1220.212 of the Order to USB staff to perform. USB staff provides the Board with expertise in the following areas:

- Finance
- Organizational Operations
- Administration
- Strategic Planning
- Program Implementation
- Marketing & Communications
- Compliance
- Legal



**21. PRIMARY CONTRACTORS**

USB currently outsources some of its program management responsibilities to three primary contractors: (a) Domestic Programs Contractor – SmithBucklin; (b) Communications Contractor – Osborn Barr Paramore; and (c) International Programs Contractor – USSEC. The length of primary contractor contracts ranges from one (1) to two (2) years.

**22. IT SERVICES**

Diligent

USB uses Diligent, a board management software, to securely manage Board materials including agendas, financial documents, minutes and program documents. USB's Operations staff is responsible for managing the content of Diligent. The Main Board Book goes active twenty-one (21) days before any Board meeting. Committee/Action Team Books go active ten (10) days before the Committee/Action Team meeting. Please contact USB's Operations staff at (800) 989-8721 if you need any assistance with Diligent.

Computer Equipment

Board members will need portable computer equipment to access materials during Board and committee meetings. The USB Policy Manual outlines the options for obtaining this equipment. IT specialists are present at each Board meeting to assist Board members with any IT related issues. In the meantime, please contact USB's Operations staff at (800) 989-8721 with any IT related questions.

**23. IMPORTANT CONTACT INFORMATION**

Contact information for all Board members and staff is located in the USB Directory (published annually) and in the USB phone application. Please contact the USB's Operations staff at (800) 989-8721 to request a copy of the USB Directory and/or if you need assistance installing the USB phone application.



USB Contact Information  
16305 Swingley Ridge Road  
Suite 150  
Chesterfield, Missouri 63017

**Phone:** (800) 989-8721 or (636) 530-1777

**Facsimile:** (636) 530-1560

**Website:** [unitedsoybean.org](http://unitedsoybean.org)

