



# USB POLICY

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# USB Policy

## PURPOSE

The United Soybean Board “USB” Policies are designed to provide guidance to United Soybean Board Directors, staff, and contractors. It is the purpose of this document to establish policy, provide instructions, and set forth the basic principles to be followed in the administration of USB activities and projects. This policy is written to comply with the Act and the Order.

## SCOPE

This policy applies to Board Directors, staff and contractors of the United Soybean Board.

## TERMINOLOGY

Below are consistent terms used throughout the policy and their references:

- “USB” refers to United Soybean Board as an organization.
- “Chairperson” refers to the United Soybean Board Chairperson.
- “Director(s)” refers to the United Soybean Board Directors.
- “Officer(s)” refers to the United Soybean Board Officers including the Chairperson, Vice Chairperson, Secretary and Treasurer.
- “Executive Committee” refers to the United Soybean Board Executive Committee.
- “Action Team” refers to the three teams assigned to manage program level activities to support the long-range strategic plan.
- “Target Area” refers to the three teams assigned to lead the strategies of the long-range strategic plan.
- “USB Liaison” refers to a United Soybean Board member representing USB at an external event.
- “External Liaison” refers to individuals representing their organization to United Soybean Board.
- The “Act” refers to the Soybean Promotion, Research, and Consumer Information Act.
- The “Order” refers to Soybean Promotion, Research, and Consumer Information Order.
- “USDA” refers to the United States Department of Agriculture.
- “Bylaws” refers to the Permanent Bylaws of the United Soybean Board.
- “AMS Guidelines” refers to the USDA/AMS Commodity Research and Promotion Program Guidelines adopted November 4, 2010, updated September 2015.

The USB operates pursuant to the Act and Order and under the oversight of the United States Department of Agriculture. In the event of a conflict between the policies set forth herein and the Act, Order, or other written directive of the USDA, the former shall govern. In addition, the activities of USB are governed by Bylaws that have been adopted by USB and may be modified from time to time by USB. In the event of a conflict between the Bylaws and these policies, the Bylaws shall govern. Further, in the event of a conflict between the AMS Guidelines and these policies, the AMS Guidelines shall govern.

## **RESPONSIBILITY**

The United Soybean Board is responsible for designating staff and contractors within the executive offices to update these policies periodically. The Directors are responsible for enforcing all policies as well as for reviewing them and requesting updating, as needed. All updates must be approved by the United Soybean Board of Directors and by USDA.

## Accounting

Financial Services Contractor is responsible for:

- Establishing internal controls.
- Establishing a standardized chart of accounts that provides for accurate and consistent recording and reporting of accounting transactions in accordance with Generally Accepted Accounting Principles.
- Ensuring adequacy of chart of accounts recording and reporting of accounting transactions in order to comply with all Board required reporting guidelines, such as reporting by budget and fiscal year.
- Ensuring all month end close activities are completed in a timely manner.
- Review all Director expense vouchers for compliance and mathematical accuracy prior to submission to the Treasurer and/or another USB Officer.

A uniform and consistent process will be followed for adding, deleting and modifying the chart of accounts and the financial reporting structure.

### ***Financial Reporting***

Financial statements are prepared based upon USB's accounting records (general ledger). The financial statements are prepared by the Financial Services Contractor and reviewed by the Treasurer monthly, quarterly and annually prior to being finalized. The financial statements are also provided to the Chief Executive Officer (CEO) and Chief Operating Officer (COO) for review. Finalized financial statements are distributed to the Directors and USDA monthly, quarterly and annually for review. On an annual basis, the financial statements will be audited by an independent public accounting firm. The firm will provide a negative assurance letter for the fiscal year audit that not only addresses the Soybean Promotion, Research and Consumer Information Act and Order, but also the Guidelines for AMS Oversight of Commodity Research and Promotion Programs, specifically the AMS Investment Policy. The independent public accounting firm will be retained by and report to the United Soybean Board of Directors.

### ***Expense Compliance***

The Director of Finance and Finance staff are responsible for the receiving all submissions of expense vouchers for Directors and staff. All expense vouchers will be reviewed for compliance and mathematical accuracy. A register of expense vouchers will be generated for submission to the Treasurer and/or another USB Officer.

The Treasurer is responsible for approving all expenses based on the register of expense vouchers provided by the Finance Department. Any expense voucher with exceptions or questions will be forwarded to the Treasurer in its entirety for deliberation and decision.

Finance Department will provide another USB Officer with a register of expense vouchers submitted by the Treasurer for approval. Any expense voucher with exceptions or questions will be forwarded to the USB Officer in its entirety for deliberation and decision.

## Anti-Harassment Policy

The Anti-Harassment Policy is located in [Appendix C](#).

## Bank and Investment Accounts

Bank and investment accounts are accounts necessary to conduct USB business and should be approved by the Board as noted in the Delegation of Authority in [Appendix A](#). Opening of new accounts or closing of accounts requires approval through the Directors.

For signature and documentation requirements, please also see the Delegation of Authority ([Appendix A](#)).

## Board Budgeting and Allocation

The Board is responsible for the budgeting and allocation processes. In order to pass, all budgetary actions require a 60% (sixty percent) affirmative vote of all eligible votes, provided that this represents an affirmative vote of a majority of the organizations represented on the Board. "To adopt or amend any budget, or to authorize any disbursement of funds which would exceed any adopted or amended budget, shall require the affirmative vote of 60% of all eligible votes, provided that this vote represents an affirmative vote of a majority of the organizations represented on the Board of Directors under the provisions of Article I [of the Bylaws]." (Article V, Section 4. in the Bylaws [Appendix G](#))

All budgets, Board-approved projects and amended projects must be submitted to USDA-AMS for approval. Board -approved projects and amended projects that include international activity and/or travel must be submitted to USDA-FAS for approval. All submissions to USDA are made by the USB Program Director on behalf of the Board.

### ***Budgeting***

In the budgeting process, collections are based on estimated cash price and utilization. These are reviewed by the Treasurer prior to each board meeting, at a minimum, and any recommendations for change would be provided to the full Board for consideration and approval. Collections are the basis for the development of the USB budget.

- The administration budget cap is set at 5% (five percent) of estimated collections as provided in the Act and Order. A detailed budget category administration budget is established, managed and monitored by the Executive Committee and USB staff. Any funds under the 5% (five percent) that are not required to accomplish the administrative objectives are held in Administrative Unallocated and remain available until the end of the fiscal year. Administrative Unallocated balances revert to unrestricted net assets.
- Non-project spending allocations are established for USDA oversight, direct-managed projects, QSSB Assessment Credits, purpose-specific reserves and other activities as determined necessary by the Board.



- Indirect program costs associated with primary contractors are allocated prior to action team funding allocation and re-evaluated on a semi-annual basis, which are direct-managed by the Executive Committee.
- Audit and Evaluation Committee funding equals 2% (two percent) of funding to all other action teams and support committees.
- Strategic Management Committee and Treasurer will submit budget recommendations for Board approval. This recommendation encompasses action team and support committee allocations.
- Budgets are established and approved by the Board and USDA prior to the beginning of each fiscal year. Budget allocations will be changed only in response to significant reductions in anticipated Collections.

### ***Allocations***

Initial allocation to target areas shall be determined and ratified by the Board at the annual Board meeting. Allocation recommendations by Target Area to goal are made by the respective Target Areas and must be ratified by the Board. These Target Area specific goal allocations as approved by the Board at the beginning of the fiscal year establish the pro rata distribution of all subsequent, non-project specific sources of Target Area funding. All amounts allocated are Board designated net assets.

- Amounts released to action teams and support committees via project budget reductions (turnbacks) in the year of project funding return to the action team from which the project was originally funded.
- Amounts released to action teams and support committees via project budget reductions (turnbacks) subsequent to the year of project funding return to the Board and remain in Board unallocated for reallocation by the Board.
- Unexpended project budget final report of expenditures (FROEs) return to the funding action team in the manner described above "Allocations".
- Action Team reallocation requests between goals shall be submitted to SMC and Target Areas for evaluation. SMC in collaboration with target area coordinators will submit recommendations to the Board for consideration.
- Carryovers from fiscal year to fiscal year return to the Board to be released to Board unallocated for review by the Strategic Management Committee and Treasurer. Recommendations to the Board for allocations will be based on the Long Range Strategic Plan.
- For the direct-managed programs through the Executive Committee and USDA Oversight programs, FROEs and turnbacks are to be released to unrestricted net assets. There are no unallocated balances and therefore no carryovers for either of these programs. "When in the opinion of the Chairman 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 of its members present at any meeting in which there exists a

quorum. Such funding authority shall exist only until the next scheduled Board meeting.” (Article VIII, Section 1 in the Bylaws [Appendix G](#))

### **Projects**

USB prohibits concurrent implementation of projects with similar, or like, titles, contractors, goals and objectives. Action teams/support committees must determine uniqueness of each project prior to project budget approval.

Projects and detailed project budgets must be approved by a majority of the action team/support committee members present at the meeting. Project budgets may not be exceeded and must be managed by the appropriate project manager to approved budget category/ies. If there is no scope adjustment and the total budget is unchanged, budget category adjustments between 10% (ten percent) and 19% (nineteen percent) require action team chair/support committee chair approval, and budget category adjustments of 20% (twenty percent) or greater require action team/support committee approval.

For example, for a total project budget of one million dollars with a \$50,000 subcontractor budget category;

with an increase or decrease to the subcontractor budget category less than \$5,000 would not require approval

with an increase or decrease to the subcontractor budget category between \$5,000 and \$9,999 would require approval by the action team chair/support committee chair

with an increase or decrease to the subcontractor budget category of \$10,000 and greater would require approval by the action team/support committee

Project total budget adjustments (increases or turnbacks) and/or scope adjustments require action team/support committee approval.

## **Board Designated Reserves**

USB shall establish Board Designated Reserves for such purposes as may be required from time to time at the direction of the Board. The duration and amount of such reserves shall be determined at the time the reserve is established.

There are two types of Board Designated Reserves: Committed Funds and Special Purpose Funds.

### **Committed Funds**

Committed Funds shall be established automatically at the end of each fiscal year to designate net assets in the amount necessary to fulfill unexpended project-specific budgets for all projects for which a final report of expenditures (FROE) has not been issued. The source of such Committed Funds shall be current year Board- and USDA-approved allocations to projects. Use of the Committed Funds reserves requires four steps:

- Identification of appropriate use of Committed Funds reserve funds

- The responsible Primary Contractor or USB staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy and as outlined in the Board- and USDA- approved projects specifically identified at the time the reserve was established.
- Authority to use Committed Funds reserve funds
  - The responsible Primary Contractor or USB staff will submit a billing or approve an invoice for such reserved projects in accordance with standard procedures. Such billings or invoices will be subject to standard review and approval procedures then in place for Board-funded projects.
- Release of Committed Funds reserve funds
  - Within the prescribed number of days of the end date of the specifically-identified project, the responsible Primary Contractor or USB staff will prepare a final report of expenditures (FROE). At such time any unexpended project-specific funds shall be released to undesignated net assets or such other purpose as may be established by Board Policy then in place.
- Reporting and monitoring of Committed Funds reserve funds
  - The Director of Finance is responsible for ensuring that the Committed Funds are maintained as described in this Policy. The Director of Finance will provide regular reports to the Board of the level of Committed Funds through the monthly financial reporting.
  - The Primary Contractor or USB staff is responsible for ensuring that the Committed Funds are used and released as described in this Policy.
    - Annually during program and committee meetings held in conjunction with the summer board meeting, Primary Contractor or USB staff will provide a verbal report to the Action Team, Committee, Work Group, or Task Force responsible for oversight of any projects for which Committed Funds are currently held in reserve.
    - The Action Team, Committee, Work Group, or Task Force responsible for oversight of any projects for which Committed Funds are held in reserve must ratify the intended use and duration of those funds annually during the summer meeting cycle. Any projects which are not ratified for continuation will be terminated in accordance with applicable agreements and USB policy then in effect, and the related Committed Funds shall be released to undesignated net assets or such other purpose as may be established by Board Policy then in place.
  - The Director of Finance will compile a summary of the projects for which Committed Funds are held in reserve will be included in the board meeting materials for each board meeting.

### ***Special Purpose Funds***

Special Purpose Funds may be established at the discretion of the Board. The criteria for establishing a Special Purpose Fund include, but are not limited to:

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- The work is outside the normal scope of USB programs.
- The work is anticipated to span multiple fiscal years.
- The work has a defined timeframe and performance window.
- The work is designed to achieve a specific, defined purpose.
- The work will be accomplished in relationship with another entity in the soy value chain.
- The work will leverage the resources of another entity and will create an obligation of USB to the other entity.

Special Purpose Funds shall be established, amended, or terminated by a 60% (sixty percent) majority of the Board, subject to approval by USDA. The source of such Special Purpose Funds may be current year resources or net assets, within the limits of such Net Asset Policy as may be in place at the time such Funds are established. Use of the Special Purpose Funds reserves requires four steps:

1. Identification of appropriate use of Special Purpose Funds reserves
  - a. The responsible Primary Contractor or USB staff will identify the need for access to Special Purpose Funds reserves and confirm that the use is consistent with the purpose of the Funds as described in this Policy and as outlined in the Board- and USDA-approved projects specifically identified to such Special Purpose Funds.
2. Authority to use Special Purpose Funds reserves
  - a. The responsible Primary Contractor or USB staff will submit a separate billing or approve an invoice for such funded projects in accordance with standard procedures. Such billings or invoices will be subject to standard review and approval procedures then in place for Board-funded projects.
3. Release of Special Purpose Funds reserves
  - a. Within the prescribed number of days of the end date of the specifically-identified project or projects, the responsible Primary Contractor or USB staff will prepare a final report of expenditures (FROE). At such time any unexpended project-specific funds shall be released to undesignated net assets or such other purpose as may be established by Board Policy then in place.
4. Reporting and monitoring of Special Purpose Funds reserves
  - a. The Director of Finance is responsible for ensuring that the Special Purpose Funds are maintained as described in this Policy. The Director of Finance will provide regular reports to the Board of the level of Special Purpose Funds through the monthly financial reporting.
  - b. The Primary Contractor or USB staff is responsible for ensuring that the Special Purpose Funds are used and released as described in this Policy.
    - i. At each board meeting, Primary Contractor or USB staff will provide reporting to be included in the board meeting materials of any projects for which Special Purpose Funds are held in reserve.

- ii. The Board must ratify the intended use and duration of Special Purpose Funds reserves not less than annually during the February meeting cycle. Any projects which are not ratified for continuation will be terminated in accordance with applicable agreements and USB policy then in effect and the related Special Purpose Funds shall be released to undesignated net assets or such other purpose as may be established by Board Policy then in place.

## Board Director Expense Reimbursement

### Telephone

Directors are eligible to be reimbursed for USB business-related phone calls, including domestic and international communication. All Directors should include their telephone receipts when requesting reimbursement. Phone bills are exempt from the sixty-day (60) submission time limit, but must be submitted within six (6) months.

### Fax Machines

All Directors shall be issued a fax machine upon request. Fax paper and fax cartridges will be reimbursed with a receipt.

USB will pay line charges for an additional phone line for Executive Committee members only.

### Hardware and Software

All Directors have the choice of the following technology:

- USB issued laptop
- Director purchased / USB reimbursed purchase of laptop
- Director purchased / USB reimbursed purchase of tablet.

If USB issued, laptop computers are issued for the entire term that each Director remains in office. USB issued laptop computers are for Directors to conduct USB business only. Computers will be returned to USB upon resignation, termination or retirement of each Director. Purchase of the issued laptop computer for \$1 (one dollar) may be allowed upon completion of the Director's three-year (3) term.

If Director purchased and reimbursed by USB, the device must support Diligent board books as well as other required electronic software in order to perform USB business. USB is responsible for maintaining equipment issued by USB and will not be responsible for the maintenance or repair of Director purchased equipment.

If USB issued, Directors who have a thirty-six (36) month-old computer and are appointed to remain on USB for at least another term may submit for approval a laptop upgrade, so long as the current laptop has been deemed out of date and unserviceable by USB IT vendors.

If Director purchased, upon appointment or reappointment, Directors may be reimbursed up to \$800 (eight hundred dollars) for a laptop or tablet of their choice, including a holding case, in lieu of a USB issued laptop. The device must support Diligent board books as well as other required electronic

software in order to perform USB business. If reimbursement is elected, USB will not be responsible for maintaining the equipment. Technology reimbursements are exempt from the 60-day submission time limit, but must be submitted within six (6) months. A receipt must be provided for the expense.

Directors will be reimbursed up to \$100 (one hundred dollars) for hardware or software upgrades of their choice on an annual basis. Hardware or software includes but is not limited to tablets, computers and Microsoft software. Technology reimbursements are exempt from the 60-day submission time limit, but must be submitted within six (6) months. Equipment upgrades must be used to conduct and communicate board business. A receipt must be provided for the upgrade expense.

#### Access Services

Directors will be reimbursed monthly for access services on technology of their choice up to \$40 (forty dollars). Access services include but are not limited to smart phone, home internet, wireless card and tablet services. Technology reimbursements are exempt from the 60-day submission time limit, but must be submitted within six (6) months. Service must be on equipment used to conduct and communicate board business. A receipt must be provided for the base plan expense.

Executive Committee will be reimbursed monthly for access services on technology of their choice up to \$150 (one hundred and fifty dollars). Access services include but are not limited to smart phone, home internet, wireless card and tablet services. Technology reimbursements are exempt from the 60-day submission time limit, but must be submitted within six (6) months. Service must be on equipment used to conduct and communicate board business. A receipt must be provided for the base plan expense.

Directors in remote geographical areas who are unable to obtain high-speed internet access will be issued broadband internet access.

#### Communication Technology

Executive Committee will be issued current or reimbursed communication technology, (i.e., BlackBerry<sup>®</sup>, iPhone<sup>®</sup>, etc.) equipment and access services to improve their timely communications with action teams, support committees and USB Staff. The communication technology will be returned to USB upon the end of each Executive Committee members' term of office. Purchase of the assigned device for \$1 (one dollar) may be reimbursed upon completion of the Executive Committee member's term of office, including one re-election term, and when requested in writing within sixty (60) days of the end of the Executive Committee member's term in office, including one re-election term.

In the event that an Executive Committee member does not have communication technology or their current technology is older than 2 (two) years, they can purchase and submit for reimbursement up to \$400 (four hundred dollars) for communication technology, including a holding case, in lieu of an USB issued communication technology. Technology reimbursements are exempt from the 60-day submission time limit, but must be submitted within six (6) months. The communication technology purchase must be used to conduct and communicate board business. A receipt must be provided for the communication technology and holding case.

#### Entertainment Expenses

No expenses of an entertainment nature will be reimbursed.

### Gifts

Gifts may be expensed per person, per event, not to exceed \$100 (one hundred dollars) for cards, flowers, plants or similar tokens, including gifts for outgoing Directors or Officers. The Board may spend up to \$200 (two hundred dollars) per board member or officer per term to recognize the Board member's service. Gift cards are not an allowable gift expense.

USB may only expend funds for Board members, not for staff or contractors. This does not prevent USB from using checkoff funds for staff for merit-based recognition/awards, including keepsake awards, as part of regular personnel practices.

### Board Donations

With USB approval, USB may expend checkoff funds per the following:

- USB is prohibited from making financial and gift contributions to any organizations, even in honor or memory of an individual.
- USB may expend funds, up to \$100 (one hundred dollars) per person per event, for cards, flowers, plants, or similar tokens, including gifts for outgoing board members or officers. USB may only expend funds for board members, not for staff or contractors.
- 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 the commodity and/or the image of the industry.
- 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) because such restitution is common practice and doing so benefits the board's collection of information or extends the reach of a promotion.

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 the USB promotion to cover exhibiting or symposium costs. This 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).

### 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 Director Expenses. Copies are acceptable for reimbursement. Original receipts must be retained by each Director for at least (three) years in case of an audit.

### Travel and Lodging Expenses

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

## **Board Records**

See the attached USB Records Management Policy ([Appendix B](#)).

## **Chairperson Appointments**

The Chairperson will make all action team, target area, and support committee appointments.

The creation of additional work groups or support committees will not occur without the approval of the Chairperson.

## **Chairperson's Expense Reimbursement**

The Chairperson is allowed to select from a menu of services and expenses not to exceed \$3,500 (thirty-five hundred dollars) per year in order to best suit his/her needs to meet the demands of the yearlong position.

Examples of such expenses include, but are not limited to, the following:

- Computer hardware and/or software
- Internet access at 100% (one hundred percent)
- Telephone 800 dial-up computer services
- Communication technology package including hardware and access services
- Computer maintenance service
- Airline business center memberships
- AAA or similar service up to 100% (one hundred percent)

The allowance dollar value will be evaluated annually by the retiring Chairperson to see if the amount is adequate and meets the needs of the position.



## Communication Standards

All USB communications should follow the Communications Standards Manual. Please see the website URL below or the USB Reference Guide for the complete Manual:

<https://unitedsoybean.org/media-center/communication-standards-manual/>

## Compliance Officer

USB's Compliance Officer is responsible for facilitating all reported complaints and allegations concerning violations of the Code of Conduct and, at his/her discretion, shall advise CEO, COO and/or the Executive Committee. The Compliance Officer has direct access to the Executive Committee and is required to report to the Officers at least annually on compliance activity. USB's Compliance Officers are the USB Secretary and Chairperson.

## Compliance Reviews and Reporting

In the event that the Audit and Evaluation (A&E) committee has a finding resulting from a review that cannot be resolved, it is to be presented to the Directors for resolution. The compliance review process is to be held in strict confidence.

## Conflict of Interest

USB is charged with administering the national soybean checkoff program. In carrying out this charge, it is important that USB exercise its responsibilities and duties free of any potential conflicts of interest or the appearance of conflicts of interest. Therefore, it is the policy of USB that each Director and USB Staff, on an annual basis, completes and submits a disclosure statement to report all relationships, gifts, or travel-related reimbursements that give rise to a potential conflict of interest. USB will copy USDA at the time Directors are notified of their request for completion. For Conflicts of Interest, please also see [Appendix C](#). For Conflict of Interest Disclosure Statement please see USB Reference Guide.

## Election of Directors, Officers, and Executive Committee

### ***Nomination Procedure – Officers and Executive Committee Members***

- The Directors will be polled prior to the USB December annual meeting to determine if any Director wishes to seek a position as an officer or a member of the Executive Committee. "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 other directors elected at-large. The immediate past Chairperson of the Board, while he or she remains a member of the Board, shall serve as an ex officio member of the Executive Committee." (Article VIII, Section 1 in the Bylaws [Appendix G](#)) As an ex officio member, the Immediate Past Chairperson has all the rights and privileges of membership. Disclosure is not mandatory. The

list will be distributed to the Board at least one (1) week prior to the USB December annual meeting. “The annual meeting of the Board shall be held in December at a time and place fixed by the Board of Directors.” (Article IV, Section 1 in the Bylaws [Appendix G](#))

- For each elected Executive Committee position, the nomination at the December annual meeting of all interested parties will be by secret paper ballot. The names of all nominated Directors will go into a pool of nominees to be voted on separately for each of the ten (10) elected Executive Committee positions, not including the Immediate Past Chairperson’s *ex officio* member position.
- A nominated Director may ask for his/her name to be removed from consideration at any time during the nomination/election procedure.
- The USDA/AMS representative and USB Legal Counsel will facilitate the nomination process and tabulating of the paper nomination ballots with assistance of past leadership as needed.

#### ***Election Procedure – Officers and Executive Committee Members***

Election of Executive Committee officers will be first in the election procedure. “At each annual meeting of the Board of Directors, the board shall elect from its voting members a Chairperson, a Vice Chair; a Secretary and a Treasurer. Such officers shall be members of the USB Executive Committee.” (Article VII, Section 1 in the Bylaws [Appendix G](#)) The order of election of USB officers will be Chairperson, Vice Chairperson, Secretary, Treasurer and the remaining six (6) elected Executive Committee members. The election of each Executive Committee member will be voted on individually using the following procedures:

- The first nominee receiving a majority of votes cast will be declared duly elected to fill the position.
- If no nominee receives a majority vote on any vote, then the lowest vote receiver and anyone not receiving a vote will be dropped from the next ballot until a nominee receives a majority.
- After a position is filled, nominations will again be requested for the next position until all ten (10) elected Committee positions have been filled.
- There shall be two (2) elected new members each year on the Executive Committee. If the election process reaches the last two (2) elected member positions and at least two (2) elected new Executive Committee members have not been approved, then current Executive Committee members who have not been re-elected will not be eligible to serve.
- No two (2) elected Executive Committee members can come from the same state or region. This provision does not apply to the immediate past Chairperson, who serves as an *ex officio* member of the Executive Committee. The ten (10) elected members of the Executive Committee will represent ten (10) separate states or regions.
- A nominated Director may ask for his/her name to be removed from consideration at any time during the nomination/election procedure.
- Voting for Executive Committee members will be via electronic voting devices.
- USB Legal Counsel will facilitate the election process.

## Executive Committee Voting Rights

All Executive Committee members assigned to action teams and support committees will have full voting rights on the respective action team(s) and/or support committee(s) on which they serve.

## External Liaison

Roles and responsibilities detailing the various liaisons are located in [Appendix E](#).

## Family Member Compensation

No Director's family members or staff family members may be compensated on a permanent or temporary basis by USB.

## Fixed Assets

For check-off purchases of equipment, furniture, and/or fixtures with an estimated useful life of more than one year and with a cost of \$2,500 or more per item, the expenditures will be recorded as a capitalized expense and depreciated using the Straight-Line method, which is the allowable method as a non-for-profit tax-exempt organization. Under the straight-line method of depreciation, the basis of an asset (the cost to purchase and all other costs required to place the asset in service) is recognized in equal monthly increments over the life of the asset. The asset is depreciated based on the asset class, which has an associated common class life.

### ***Asset Class***

An ***Asset Class*** is a specific category of assets which generally exhibit similar characteristics. For check-off purposes, there are five Asset Classes:

- ***Office furniture, fixtures and equipment:*** includes furniture and fixtures that are not structural components of a building. Includes such assets as desks, files, safes and communications equipment.
- ***Information systems:*** includes computers and their peripheral equipment used in administering normal business transactions and the maintenance of business records, their retrieval and analysis.
- ***Data handling equipment; except computers:*** includes only typewriters, calculators, adding and accounting machines, copiers and duplicating equipment.
- ***Automobiles:*** includes vehicles used for transportation of persons; excludes pickup trucks, light cargo trucks, etc.
- ***Leasehold improvements:*** generally includes an improvement to an interior part of a building that is nonresidential real property.

### ***Common Class Life***

Fixed asset purchases of \$2,500 or more will be depreciated using the Straight-Line depreciation method based on the following common class life:

Asset Class	Common Class Life
Office furniture, fixtures and equipment	7 years
Information systems	3 years
Data handling equipment	3 years
Automobiles	3 years
Leasehold improvements	Lesser of remaining lease term or 15 years

## Information Technology

### ***Backup and Recovery***

All critical USB IT systems must be backed up five (5) days a week. Backup and recovery must be located off-site and tested by the service provider at a minimum every six (6) months.

### ***Acceptable Use of Computer Equipment***

The Directors as well as staff and contractors in the USB executive offices are responsible for the physical security of data stored on their computers. During all hours, USB offices must be locked and secured if unattended.

Use and access to electronic resources provided by USB (i.e., computers, phones, servers, etc.) is a privilege that is dependent upon appropriate use by the end user. Users of USB’s electronic resources are responsible for using them in accordance with policy and applicable laws. Any user who employs USB-owned equipment to violate the law will be subject to disciplinary and/or legal action.

Unacceptable use includes, but is not limited to, any activity in which the end user:

- Violates copyright or license agreements;
- Seeks to gain access to unauthorized resources;
- Gives access to unauthorized users;
- Accesses inappropriate materials;
- Transmits or displays confidential, defamatory, obscene or sexually oriented media or messages, either publicly or privately;
- Installs unauthorized software;
- Uses access for illegal, vandalizing, inappropriate, or harassing purposes;
- Interferes with or disrupts network operations;
- Uses network and computer resources for personal financial gain;
- Uses network and computer resources for personal business.

### ***Email Communication***

It is required from USB staff and highly recommended to Directors that all email sent to external recipients outside of the USB network should have an electronic communication disclosure attached to the email indicating confidentiality of the information sent. An example is displayed below:

#### CONFIDENTIALITY NOTICE

The document(s) accompanying this e-mail transmission and the e-mail transmittal message contain information from the United Soybean Board (USB) which is confidential or privileged. The information is intended to be for the use of the individual(s) or entity(ies) named on this e-mail transmission message. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this e-mail is prohibited. If you have received this e-mail in error, please notify USB of the error and then immediately delete this e-mail.

## Innovation

The Board recognizes that:

- Innovation is essential to maintaining an enterprise responsive to the continually changing world of the populations it serves;
- New initiatives involve prudent risk, experimentation and adjustment based on changing circumstances or experience in implementation.
- Such initiatives may lead to new business, service or product lines; and
- Modification of organizational structure, process or practice may, at various times, be deemed appropriate to keep the parts of the whole well aligned with the Board's mission as a nonprofit corporation.
- Its fiduciary responsibilities as a governing Board are best fulfilled by encouraging a culture of experimentation and thoughtful consideration of new ideas that demonstrate the potential to advance the core purpose of the enterprise.

## Insurance

USB staff is responsible for maintaining and holding current specific insurance types for USB that are reviewed with the Executive Committee annually. USB uses various insurance carriers to receive the most effective packages. USB will maintain a minimum dollar amount in liability insurance established by the Executive Committee.

## Intellectual Property Rights

Any invention developed wholly with use of USB or QSSB funding shall be owned by the U.S. Government as represented by USB or the QSSB, and all revenue derived from such invention shall accrue to the U.S. Government as represented by USB or the QSSB.

If, as a result of discussion with a university or other contractor, it is determined that ownership must reside with the other party for the project to be conducted, then ownership may reside with the other party subject to the following:

- That USB or QSSB receive a nonexclusive paid-up license to use and sublicense the invention; or

- If the right to sublicense cannot be negotiated, the USB/QSSBs shall have the right to require the university or licensees of the university to issue licenses to eligible parties to ensure exploitation (march-in rights).

Where USB or a QSSB is providing all funding for a project, any royalty income resulting from the invention should be retained by USB/QSSB. But where funding is provided by another party (including contribution of indirect costs by the university or contributions from other sources including the other party to the agreement), the agreement may include a sharing of royalties based on the pro rata contribution by each party or a requirement that the other party repay USB or the QSSBs for its contribution.

If, by the nature of the project, the sharing of royalties or payback of contribution cannot be negotiated, the sharing of royalties or payback of contribution shall not be required. This is permissible only in situations where: (i) USB's or the QSSB's funding and resource contribution is minor relative to the contributions made by other parties to the project; (ii) the contractor already developed a new technology or product, but is seeking dollars to scale up its process or enhance the amount of soy being used; and/or (iii) the contractor already has a patent or patent pending, but is seeking additional investment to scale up its process or enhance the amount of soy being used; and (iv) the waiving of the sharing of royalties or payback of contribution has been approved by the USB. Any such agreement shall include a provision requiring the use of U.S. soybeans and sponsorship recognition for USB or the QSSB. When feasible, such agreements shall also include march-in rights for USB or the QSSB if the contractor fails to commercialize the invention. Further, all agreements shall include a provision requiring the payment of royalties or a payback of contribution should the other party switch from U.S. soybeans to a competing vegetable oil or soybeans sourced from outside the U.S. during the life of the project and during any subsequent commercialization.

## Investments

USB follows AMS Directive 2210.2 – Investment of Public Funds, as outlined in [Appendix D](#). AMS Directive 2210.2 is detailed in the AMS Guidelines, Exhibit 3. USB will submit to AMS for their review the investment statement for each accounting period to verify that board funds are invested in accordance with the AMS Directive.

## Minutes

The Directors and Executive Committee are required to take minutes of meetings.

A draft copy of the minutes of Board meetings, reviewed and approved by Legal Counsel, shall be sent to each Director and the U.S. Secretary of Agriculture within 21 (twenty-one) working days of the meeting. "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 the provisions hereof, 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 meeting of the Board shall be mailed to each director and the Secretary of Agriculture within 21 working days." (Article VII, Section 7. Duties of the Secretary in the Bylaws [Appendix G](#))

Upon approval by the Executive Committee, a copy of the minutes of every Executive Committee meeting shall be provided within 14 (fourteen) working days to each Director and the U.S. Secretary of Agriculture.

Upon approval of the Management Notes of Committee Meetings, the Management Notes will be distributed to each Director within 14 (fourteen) working days.

## Net Assets

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 undesignated net assets determined by this Policy to be withheld from allocation to programs or Board Designated Reserves and is equal to ten percent (10%) of the total program allocations for the most recently completed fiscal year.

Undesignated net assets is defined as net assets which are unrestricted for any other purpose, including but not limited to Board Designated Funds, Committed Funds, Special Purpose Funds, program unallocated funds retained by the programs, or contractual obligations. The calculation of total program allocations includes all Action Team, Committee, Task Force, and Direct Managed allocations plus approved draws from Board Designated Funds in the identified year. Total program allocations exclude Administrative and USDA Oversight expenses, QSSB Collections Credits, and any replenishment of net assets required under this Policy. The amount of the Target will be calculated each November for the following fiscal year.

At each Annual Board Meeting in December, the Treasurer will report to the Board the Target for the upcoming fiscal year. After presentation of the audited financial statements for acceptance by the Board in February, the Treasurer will report the balance of undesignated net assets over or under the Target for purposes of developing the initial budget for the upcoming fiscal year.

### ***Use and Replenishment of Undesignated Net Assets***

If the Target as calculated above is less than the level of undesignated net assets reported in the audited financial statements, the excess funds shall be available for allocation to programs or Special Purpose Funds in accordance with the policies and procedures then in place subject to the following limits:

- Allocations from undesignated net assets to programs or Special Purpose Funds shall not exceed \$10,000,000 (ten million dollars) in any fiscal year.

- Allocations from undesignated net assets shall not reduce the balance of undesignated net assets below the Target unless the following conditions are met:
  1. A 60% (sixty percent) majority of the Board approves the allocation from undesignated 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 undesignated net assets reported in the audited financial statements:

- 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 Director of Finance is responsible for ensuring that the Net Assets Policy is monitored and maintained as described herein. The Director of Finance 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 undesignated net assets and progress to restore the undesignated net assets balance to the Target, if necessary.

## **Pecuniary Rewards**

USB does not allow producers who have maintained a leadership position on USB, its contractors, or its subcontractors, from receiving either as a producer or as a staff person any pecuniary reward for activities conducted on behalf of that organization or a related organization.

## **Primary Contractors**

Because of the limitations on administrative and salary costs established in the Act, USB outsources the majority of its program management responsibilities to three primary contractors: Domestic Programs Contractor, Communications Contractor and International Programs Contractor. For primary contractor responsibilities, refer to [Appendix E](#).

The length of primary contracts ranges from one (1) to two (2) years. The Board has full discretion in determining whether a contract will be extended or has to go through a Request for Proposal (RFP) process. Contract extensions are renegotiated through the USB Officers with assistance of USB staff.

Annually, all three primary contractors are evaluated through a survey process. Survey results are used as an evaluation of the primary contractors' performance in relation to their contracts. Additionally, annually all three contractors are required to provide and present a report of their activities in regard to their primary contract to the Board.



Primary contracts are approved through the Board. The Chairperson is responsible for the execution of the contract.

## Purchase of Property/Endowments

### *Purchase of Property*

The Act and Order require that property purchased with Board funds remain the property of USB or QSSBs. This includes intellectual property. However, universities may maintain ownership in intellectual property, provided that USB maintains certain rights with regard to the intellectual property. These rights include an irrevocable paid-up license to use the information, certain sub-licensing or march-in rights to ensure exploitation and a sharing of royalties or other benefits commensurate with the proportional contribution of each party to the research. The USDA Office of General Counsel has approved provisions in research agreements that allow ownership to reside with the universities while retaining for USB or QSSBs licensing interests and a share of royalties. Therefore, USB and QSSB agreements should provide for the following:

- A. That ownership of inventions be in the name of the funding entity.
- B. If as a result of discussion with a university, it is determined that ownership must reside in the university for the project to be conducted, then ownership may reside in the university subject to the following.
  1. That the funding entity receive a nonexclusive paid-up license to use and sublicense the invention; or
  2. If the right to sublicense cannot be negotiated, then USB/QSSBs shall have the right to require the university or licensees of the university to issue licenses to eligible parties to ensure exploitation (march-in rights).
- C. Where USB/QSSBs are providing all funding for a project, any royalty income resulting from the project should be retained by the USB/QSSB, but where funding is provided by another party (including contribution of indirect costs by the university), the agreement shall include a sharing of royalties based upon the pro rata contribution by each party.

USB strongly discourages the funding of equipment. Checkoff funds can be used to purchase equipment in connection with a specific project where such equipment is necessary to complete the project. However, the USB or QSSB board must retain ownership of the equipment for the duration of the research period. At the conclusion of the research project, the university may be given the first opportunity to purchase the equipment at fair market value. USB Policy defines “depreciable capital equipment” as any tangible property with a value of \$2,000.00 or more and a useful life of more than one year.

### *Endowments*

Based upon provisions of the Act and Order that require a “plan or project” and “budgets,” checkoff dollars should generally not be used to fund an endowment. USB does not recommend this type of activity.

However, a QSSB that plans to fund an academic chair at a university should have the following criteria built into the agreement between the QSSB and the university:

- There must be a contract that specifically identifies the purpose of the academic chair to be awarded and its benefit to soybean producers.
- The contract must be renewable on an annual basis and there must be a required action by the QSSB to authorize the funding of the chair annually.
- The agreement between the QSSB and the university should provide the QSSB with advice and consent with regard to whom is awarded the chair.
- The agreement between the QSSB and university should set out clear objectives and criteria for the activities that will be funded through the chair.
- Within the objectives set out in the agreement, there should be annual deliverables that should be presented clearly in the contract and delivered upon through the academic year.

Academic chairs funded with checkoff dollars will be subject to USB and USDA audits and reviews.

## QSSB Reviews and Reporting

USB is responsible for ensuring QSSB compliance with the Act and Order. Review and reporting standards are defined in the QSSB Manual.

## Roles and Responsibilities

Roles and responsibilities detailing the support committees, action teams and other levels to support United Soybean Board are located in [Appendix E](#).

USB Activities by Action Team to support United Soybean Board is located in [Appendix F](#).

## Social Media

Disclaimer: USB received a Request to Revise from USDA regarding Social Media therefore please refer to the original social media guidelines as part of the [Communications Standard Manual](#). Refer to [Appendix H](#) for further details.

## Solicitation of Funds

The expenditure of checkoff dollars to fund activities to solicit funds for another organization, regardless of the organization's fundraising activities or the project in question, will not be authorized.

## Sponsorship

It is the policy of USB that all sponsorships meet the following criteria:

For sponsorship funding of an organization in an amount less than \$5,000 (five thousand dollars) annually, the sponsorship funding must be provided with the stipulation that it not be used to influence governmental action or violate the Soybean Promotion Research and Information Act or Order.

For sponsorship funding of an organization in an amount exceeding \$5,000 (five thousand dollars) annually, the sponsorship funding must:

- Provide specific checkoff-related deliverables.
- Provide specific performance measurements related to the payment.
- Ensure that the total USB sponsorship shall not account for more the 50% (fifty percent) of the overall costs for the event at which the sponsorship activity will take place. A statement describing the event and the benefit to the checkoff program shall accompany all sponsorship requests.
- USB dollars shall not be used in any manner to influence governmental action or policy by the sponsored organization.

## Travel Expense Reimbursements

Expenses should be submitted to USB using a USB Expense Voucher in accordance with the following:

Reasonable and necessary expenses related to USB meetings and USB Standing or Ad Hoc action team and support committee meetings will be reimbursed. All other expenses not related to attendance at a USB or Standing/Ad Hoc action team and support committee meeting, including travel, must have prior approval and be associated with one of the below categories. Necessary travel includes airline tickets or mileage, food and beverage and lodging. When other expenses are incurred, the Director must provide an explanation and receipts. When receipts are unavailable, a detailed explanation must be provided. When other individuals are involved, the name(s) and organization(s) must be shown. No spousal expenses will be reimbursed.

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

- Travel by a Director or Standing/Ad Hoc action team and support committee meeting of USB;
- 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 USB or Standing/Ad Hoc action team and support committee meeting, all travel must be pre-approved in writing via a USB Travel Request form by the Chairperson of the Board ("Chairperson"). Unless travel is specifically requested by the Chairperson, all travel requests must originate from the action team and support committee Chair to the Chairperson via the USB office. For travel specifically requested by the Chairperson, travel requests should originate from the traveler to the Chairperson via the USB office.

When possible, all travel requests should be submitted for approval twenty-one (21) days prior to travel. Should the Chairperson be absent from the country or otherwise unavailable, they will designate an appropriate individual to approval travel in their absence.

When possible, any requests for travel, other than to a USB or Standing/Ad Hoc action team and support committee meeting, should be submitted in writing on a travel request form to the Chairperson twenty-one (21) days prior to travel and shall include:

- Detailed purpose of the trip,
- Persons participating in the travel activity,
- Location and dates of travel, and
- Appropriate account to which expenses for the travel should be allocated.

With the exception of travel to a USB or Standing/Ad Hoc action team and support committee meeting of the Board, each participant on travel status shall submit a trip report with their expense voucher. Directors may file joint reports if appropriate.

With regard to the allocation of expenses for travel: (1) all travel related to the attendance of a USB or action team and support committee meeting of USB; (2) attendance at an organizational meeting other than USB, or meetings with contractors in which the Director is representing USB; or (3) travel related to the evaluation of project activities or the effectiveness of a given project within a market, shall be allocated to accounts in the administrative or direct-managed budget specified by USB.

With regard to travel activities to analyze potential marketing activities within a given market, such expenses may be allocated to project accounts within the action team areas. Should a project include funding for travel, the travel shall be clearly defined within the project description and such travel shall be approved pursuant to above requirements.

#### Travel – General

Purpose of the travel must be shown at the top right front of the voucher and identify the most applicable USB Standing or Ad Hoc action team and support committee if not for a general USB meeting. 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.

If a Director does not notify the hotel or USB staff that he/she will not be in attendance at a USB meeting for which they have registered, they will be responsible for paying for that night's lodging.

#### Air Travel

Domestic travel will be at the round-trip "coach" rate for the most economical fare available, reserved at least seven (7) days in advance. International travel will be purchased at least fourteen (14) days in advance of the flight. (Exceptions must be approved by the Treasurer in advance of the trip.) A receipt for the ticket when individually paid should be attached to the voucher when requesting reimbursement.

When flying to meetings, mileage will be reimbursed to and from the most economical commercial airport.

On nonrefundable airline tickets, if an emergency arises that keeps a Director from using the ticket, USB may pay the cost of the nonrefundable ticket subject to the approval of the Treasurer.

Business class is permitted for international flights in excess of eight (8) hours (scheduled travel time); up to two (2) hours of a layover period may be included in the calculation.

- Cost justification of business class, with qualifying documented flight time, must be submitted with final project report, trip report or expense reimbursement form.

#### Auto

The current Federal reimbursement mileage rate should be used. Round-trip mileage reimbursement will be limited to the most direct route to and from a USB function. When flying to meetings, mileage will be reimbursed to and from the most economical commercial airport. 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) unless prior approval is given by the Chairperson or Treasurer in the Chairperson's absence.

#### Lodging

Reimbursement of lodging expenses should be reasonable and should be at rates comparable to a standard, single-occupancy room at a national business-class hotel chain unless prior approval is given by the Chairperson or Treasurer in the Chairperson's absence. If at a USB function, reimbursement is limited to the hotel's authorized group room rate for one individual. Lodging receipt(s) must be attached to the voucher when individually paid and requesting reimbursement.

#### Meals

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

Include itemized receipts for all meals over \$25 (twenty-five dollars). When meals are provided as a part of a USB or action team and support committee function, individual meal expenses away from the function will not be reimbursed. The only exception to this policy is if the Director indicates on his/her registration form that he/she will not be participating in the group meal event.

#### Laundry Expenses

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

#### Receipts Required

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

Original receipts must be retained by each Director for at least (three) years in case of an audit.

#### Signature and Voucher Approval

- Completed voucher must be signed and mailed directly to the Director of Finance. Receipts must be attached to the voucher. (COST DISTRIBUTION BOX should be left blank; USB management will complete.)
- Treasurer's expense voucher must be approved by another USB Officer.

- The Treasurer has the authority to postpone any expense reimbursement until the voucher has been reviewed and acted upon by the USB Executive Committee.

#### Expense Compliance

The Director of Finance and Finance staff are responsible for the receiving all submissions of expense vouchers for Directors and staff. All expense vouchers will be reviewed for compliance and mathematical accuracy. A register of expense vouchers will be generated for submission to the Treasurer and/or another USB Officer.

The Treasurer is responsible for approving all expenses based on the register of expense vouchers provided by the Finance Department. Any expense voucher with exceptions or questions will be forwarded to the Treasurer in its entirety for deliberation and decision.

Finance Department will provide another USB Officer with a register of expense vouchers submitted by the Treasurer for approval. Any expense voucher with exceptions or questions will be forwarded to the USB Officer in its entirety for deliberation and decision.

#### Voucher Deadline

Expense report vouchers are due to the USB office after the completion of the travel for review and support.

#### Director Travel Expense Reimbursements

For Director Expense reimbursements please refer to [Board Director Expense Reimbursements](#).

## **Unscheduled Expenditures**

Unscheduled expenditures authorization levels are detailed in the Delegation of Authority ([Appendix A](#)).

## **USB Credit Cards**

The CEO, COO, Program Director and Executive Assistant of the Board shall be provided credit cards with corporate accounts for their use to charge necessary business expenses incurred in the conduct of their employment responsibilities for the Board. The CEO, COO, Program Director and Executive Assistant are not to charge personal expenses to these accounts. The Treasurer shall review the credit card charges on a monthly basis and authorize payment of those accounts.

The Finance Director is the main contact on file at the bank in which the credit cards are held. If changes are required of the credit card assignments or limits, the Finance Director obtains the appropriate approval from the Executive Committee and communicates the changes to the bank.

## **USB Liaison**

Directors may be asked to serve as organizational liaison representatives with other organizations. First and foremost, the Director's responsibility lies with USB. Therefore, Directors should never compromise the term being served with USB. It is encouraged to attend other organization meetings relevant to the

soybean industry as approved by the Chairperson, as long as there is no conflict with the Act and the Order, specifically lobbying.

This role will authorize the members to represent USB at the meetings of the other organization, but will not authorize the member to serve on the Board of Directors of the other organization as a representative of USB. A Director shall be required to recuse him or herself from participating in or voting on any matter involving potential conflict of interests.

Meetings attended by Directors with objectives not consistent with the Act and the Order, intentionally or unintentionally, will not be reimbursed and expenses associated with the event, including travel, will be reviewed per instance by the Officers.

## **Vendor/Contract Management and Reimbursement Policy**

### ***Administrative Requirements***

#### **Capital Equipment**

USB strongly discourages the funding of equipment in proposals. If unfunded capital equipment is essential to the proposal, a supplemental request must be submitted. Each request will then be considered on a project-by-project basis. For the purposes of definition with subcontractors, the term capital equipment shall refer to tangible property with a value of \$2,000 (two thousand dollars) or more and a useful life of more than one (1) year.

#### **Entertainment Expenses**

No expenses of an entertainment nature will be reimbursed. USB 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. For example, individuals stranded due to inclement weather may result in out-of-the ordinary personal expenses. A detailed explanation must be attached to the voucher. USB will not reimburse expenses for open bars at USB action team or support committee meetings.

#### **Entertainment of Directors**

Meals for Directors paid for by contractors are reimbursable if they are conducted over the course of doing business. However, discretion is urged. Please refer to USB's Conflict of Interest Policy. Gifts from contractors to Directors are discouraged, and Directors are required to disclose gifts under the Conflict of Interest policy by their primary contractor.

#### **Contractor/Subcontractor Reimbursement for Attendance at USB Meetings**

USB is not obligated to reimburse primary contractor representatives' time, direct expenses or third-party expenses to attend USB meetings unless approved by the USB COO in advance. Sub-contractors are approved and reimbursed by their primary contractors.

#### **Contractor/Subcontractor Reimbursement to Directors**

Organizations contracting or subcontracting with USB are not permitted to reimburse Directors for their time to participate in functions conducted under USB contract. Any USB Director's participation must have prior approval by the appropriate Action Team or Support Committee Chair and Board Chairperson in the form of a Travel Request Form. The Action Team or Support Committee Chair has to submit his/her expenses directly to the Treasurer for reimbursement.

#### Record Retention

Please see [Appendix B](#) for USB's Record Retention Policy.

#### Billing

Primary contractors may invoice USB twice monthly, unless approval for a different billing cycle has been obtained from USB, for all fees, direct costs and reasonable travel and out-of-pocket expenses. Contractors should use billing increments of 0.25/hour as the standard billing increment when billing USB for any service fees.

#### Confidentiality of Information

Without USB's prior written consent, any highly confidential and detrimental materials, information or internal communication learned from or provided by USB should not be disclosed. Confidential information should only be used for the purposes authorized by an agreement.

#### **Anti-Harassment**

USB is committed to maintaining a positive, constructive working environment where all Directors, staff and contractors feel comfortable. Accordingly, USB will not tolerate harassment committed by any staff, contractor or Director. Any person who commits harassment will be subject to discipline, including, dismissal or removal.

Please see the [Appendix C](#) for a detailed Anti-Harassment policy.

#### **Whistleblower Policy**

The USB Code of Ethics requires Directors, Officers, staff and contractors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As staff and representatives of USB, they must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Please see the [Appendix C](#) for a detailed Whistleblower policy.

#### **Program Requirements**

##### Brand or Trademark

The Soybean Promotion and Research Order in Section 1220.230(c) require that no preference be given to any brand or trade name of any soybean product without the approval of USB and USDA. USB authorizes Qualified State Soybean Boards and primary contractors to conduct promotional campaigns with companies in the soybean industry as long as there is no intentional preference given to a branded or trade-named soybean product or company.



### Communications

All communications activities should refer to the Soybean Checkoff Communications Standards Manual in order to guide soybean checkoff communications and avoid contradictions and confusion when communicating to farmers, consumers, allied industry and others. USB also follows a strategic communications philosophy, which should be reviewed and followed in all communications on behalf of USB. This includes all use of the checkoff logo and all communications mediums.

### Intellectual Property

Please refer to the [Intellectual Property](#) policy within the policy document.

### Principal Investigators

In research contracts with land grant universities, the salaries of principal investigators are not to be paid by USB.

### Project Extensions

USB strongly recommends that projects be completed timely; however, in the event that they cannot be completed on schedule, then:

- Requests for a project extension must be submitted to the appropriate USB Action Team or Support Committee Chair before the existing project completion date expires.
- The project extension must be approved by USB and USDA-AMS before the extended date is effective.
- If the date expires unextended, rectification will be done on a case-by-case basis in cooperation with USDA.

### Project Funds

USB will NOT pay bills submitted by contractors on a project after a FROE has been received.

### Sponsorship Policy

It is the policy of USB that all sponsorships meet the following criteria:

- For sponsorship funding of an organization in an amount less than \$5,000 (five thousand dollars) annually, the sponsorship funding must be provided with the stipulation that it not be used to influence governmental action or violate the Soybean Promotion Research and Information Act or Order.
- For sponsorship funding of an organization in an amount exceeding \$5,000 (five thousand dollars) annually, the sponsorship funding must:
  - Provide specific checkoff-related deliverables.
  - Provide specific performance measurements related to the payment.
  - Ensure that the total USB sponsorship shall not account for more than 50% (fifty percent) of the overall event at which the sponsorship took place. A statement describing the event and the benefit to the checkoff program shall accompany all sponsorship requests.

- USB dollars shall not be used in any manner to influence governmental action or policy by the sponsored organization.

#### Request for Proposal (RFP) for Board-Funded Projects

USB will seek the most qualified contractors to perform work that meets the goals laid out in the Board's Long-Range Strategic Plan and Action Plan through a request for proposal (RFP) process. USB is committed to providing an open RFP process that facilitates public participation and competition. In the majority of cases, RFPs will be posted on USB's web site and issued to all registered contractors whose profile meets the criteria of the RFP. RFPs will, on a limited basis, be sent to select organizations that are dealing with confidentiality or potential patent information. In very few instances, projects will not be part of the proposal solicitation process. The RFP responder will submit their proposal through the USB web site, and USB staff and primary contractor staff will review the proposals for accuracy, compliance, and applicability to the program's or target area's Action Plan. Proposals will be reviewed against USB's Budget Handbook and by USB's Budget Analyst under the policies of USB. These policies govern the rates USB will pay for services and products.

Proposals will be reviewed by USB for funding consideration.

#### ***USB Travel Guidelines for Contractors***

It must be established that there is a checkoff-related purpose for the travel. It must be related to a project, that has been approved by the Directors and USDA, that includes a budget for travel or that must be pre-approved by USB or the appropriate Program Manager. If it involves travel to a state association or industry meeting, the specific purpose of the trip and the checkoff-related activity that will be conducted must be clearly identified. All personnel will fly as noted in the Air Travel section below.

For contractors, a daily limit of \$120 (one hundred twenty dollars) shall be placed on personal out-of-town meal costs and tips unless otherwise approved by the Treasurer. If a meal is purchased as a group, then the per capita cost of that meal shall be charged against each individual's \$120 (one hundred twenty dollars) daily limit. The traveler shall submit itemized receipts for any expenses in excess of \$25 (twenty-five dollars).

Expenses will be reimbursed from the time an individual departs from home or office until the individual returns, assuming direct travel to and from the destination. If the trip is combined with other travel, costs are to be prorated based on time spent on Board projects. Itemized receipts are required for all commercial travel, lodging, meals, transportation and any individual expenses in excess of \$25 (twenty-five dollars). Credit card statements are not acceptable.

Guidelines for reimbursement of travel expenses are as follows:

1. Air Travel: Domestic travel will be at the round-trip "coach" rate for the most economical fare available, reserved at least seven (7) days in advance. International travel will be purchased at least fourteen (14) days in advance of the flight. (Exceptions must be approved by the USB in advance of the trip.) A receipt for the ticket when individually paid should be attached to the

voucher when requesting reimbursement. When flying to meetings, mileage will be reimbursed to and from the most economical commercial airport.

- On nonrefundable airline tickets, if an emergency arises that keeps a contractor from using the ticket, USB may pay the cost of the nonrefundable ticket subject to the approval of the Treasurer.
  - Business class is permitted for **international** flights in excess of eight (8) hours (scheduled travel time); up to two (2) hours of a layover period may be included in the calculation.
  - Cost justification of business class, with qualifying documented flight time, must be submitted with final project report, trip report or expense reimbursement form.
2. **Auto:** The current Federal reimbursement mileage rate should be used. Round-trip mileage reimbursement will be limited to the most direct route to and from a USB function. When flying to meetings, mileage will be reimbursed to and from the most economical commercial airport. 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) unless prior approval is given by USB.
  3. **Lodging:** Reimbursement of lodging expenses should be reasonable and should be at rates comparable to a standard, single-occupancy room at a national business-class hotel. If at a USB function, reimbursement is limited to the hotel's authorized group room rate for one (1) individual. Lodging receipt(s) must be attached to the voucher when individually paid and requesting reimbursement.
  4. **Meals:** Actual food and beverage expenses will be reimbursed up to a maximum of \$150 (one hundred twenty dollars) per day, including tips. Where meals are provided at a USB function, a prorated amount per day is available. The recommended allocation of the daily meal limit is as follows:
    - Breakfast and lunch should each account for one-quarter (1/4) of the daily limit.
    - Dinner should account for one-half (1/2) of the daily limit.
    - For instance, if USB provides breakfast and lunch one-half (1/2) of the \$150 (one hundred twenty dollars) or \$60 (sixty dollars) is available.
  5. **Personal Expenses:** No expenses of a personal nature will be approved, i.e., movies, liquor, tobacco, magazines, books, laundry (unless traveler is continually traveling for more than five (5) days or is requested by USB to stay over longer than originally intended), etc.
  6. **Mileage:** IRS official rate.
  7. **Telephone:** USB will only cover business calls. Detailed billing statements should be provided. One (1) personal call home daily, if reasonable, is allowed.

Primary contractor spousal/companion travel or any other contractor spousal/companion costs will not be reimbursed by USB. Travel time will not be billed. USB is entitled to request a written trip report describing trip purpose and accomplishments for any travel.

## Appendix A – Delegation of Authority

Primary Contracts and Agreements Contracts with primary contractors for program work are approved through the Board, regardless of limit. Contracts with primary contractors for the implementation of the program work are negotiated by the CEO, approved by the EC and signed by the Chairperson.

Vendor Contracts and Agreements

All contracts or other agreements entered into on behalf of USB must be reviewed and approved by the United Soybean Board of Directors, the CEO, the CFO, a Senior Vice President, a Vice President, the Program Director, the Program Manager, or the Office Manager, as noted in the approval structure below. Approval must also be obtained from USDA.

Authorization Limits	Approver
Up to \$10,000	Office Manager
Up to \$25,000	Program Director or Program Manager
Up to \$100,000	Vice President
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 Officer of the Board

Unscheduled Administrative Expenses

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

Authorization Limits	Approver
Up to \$10,000	Treasurer
Up to \$50,000	Treasurer plus USB Officer
Greater than \$50,000	Executive Committee

Budgeted Administrative and Program Expenses

1. All routine expenses require supporting information such as a contract or invoice for payment.
2. Routine expenses within the administrative or program budgets, such as rent, utilities, office supplies, etc., must be approved for payment by either the CEO, CFO, Senior Vice President, Vice President, Program Director, Program Manager, or Office Manager, within the approval limits outlined in this policy. Routine expenses up to \$2,500 may be approved by the Finance Director without additional approval necessary.

Expense Reimbursements

A completed expense voucher must be signed by the recipient and sent to the USB office for initial compliance review. Itemized receipts must be attached to the voucher for expenses greater than \$25. Itemized expense reports must be approved for payment according to the following structure:

Recipient	Approver
USB employees	Employees manager with subsequent review by USB Treasurer
USB CEO	Treasurer
Board Directors	USB Treasurer
Treasurer’s Expenses	USB Treasurer plus USB Officer
Contractor, QSSB staff, industry representatives and others that are not employees or directors	Appropriate USB employee managing the related program with subsequent approval by USB Treasurer

Bank Accounts

All USB payments are processed through the operating bank account. Below is the list of approved check signers:

Account Type	Approved Signers
Operating Account	Chairperson, Vice Chairperson, Treasurer, Secretary, CEO, CFO, Senior Vice President of Governance and Compliance

Payment Type	Approver
Checks Up to \$25,000	Signature by a Designated Approved Signer
Checks Greater than \$25,000	Signature of 1 USB Officer and 1 additional designated approved signer
Electronic Payments	2 USB Officers

1. Payments (e.g., checks) must be signed/approved according to the authority limits in the Delegation of Authority. In addition, bank signature requirements should be updated at least annually to reflect the appropriate check signers.
2. Wire or other electronic payments must be approved in a manner consistent with authority limits in the Delegation of Authority. Access to systems to enter and approve such payments should be consistent with such authorization levels, and these should be updated at least annually.
3. All expenses require supporting information and documentation as specified in the policies in this document.

## Appendix B – Record Retention

Records will be retained according to the established record retention classification and category as indicated below. Records that are no longer required or have satisfied their required periods of retention are to be disposed of appropriately. Records relevant to a legal action are not to be destroyed and any questions regarding these types of records should be forwarded to legal counsel.

Specific requirements, responsibilities and retention periods applicable to USB records are described below. All staff and contractor personnel are responsible for ensuring that accurate and complete records are identified, retained, stored, protected and subsequently destroyed, within their area of assigned responsibility, in accordance with the requirements specified below.

### Definitions

*Completion* – indicates the completion or ending date of a defined project or file.

*Records* – any documentary material, regardless of physical form or electronic form, that is generated or received by USB in connection with transacting its business, is related to USB’s legal obligations and is retained for any period of time. Documentary material containing personal information, such as an appointment calendar, is considered a record.

- Active Records – records that continue to satisfy an immediate use requirement.
- Inactive Records – records for which use or reference diminishes sufficiently to permit removal from the immediate area of the responsible custodian without impairing normal business.
- Official Records – records that furnish the most conclusive information. If not stipulated otherwise, this is the record to which retention schedules apply. It may be other than the original or first copy, or the one used as the master.
- Permanent Records – records that are ineligible for destruction.

*Records Center* – a designated area, typically off-site, that is utilized for organized storage, control and protection of inactive records, usually for a specified period of time.

*Records retention/cleanout day* – the day designated, once yearly, for the office-wide review/destruction of physical and electronic files and documents.

*Retention period expressed as a certain number of years* – the document should be disposed of after the specified number of years have passed, on the anniversary of its creation or, at the latest, by the yearly USB record retention/cleanout day.

*Fiscal Year Originated* – means the fiscal year during which the record was originated or acquired. “Fiscal Year Originated + 3” means that if the document was originated this fiscal year, it is to be kept the rest of this fiscal year plus three more fiscal years.

### Procedure

#### I. File Naming

A. The following naming convention is used to easily identify and maintain electronic files for record retention purposes:

1. Year, Month, Day, Record Retention Classification, File Name (i.e. 2015 05 18 A QSSBAgreementXYZ)

#### II. Records Screening

A. Records are to be screened periodically to determine if they are *Active* or *Inactive* (see *Definitions*). Active records are to be stored in the immediate area of the responsible custodian.

B. Records determined to be *Inactive* are to be reviewed for possible storage in the designated *Record Center* (see *Definitions*). An assessment is to be made of the:

1. Need for retention
2. Frequency of reference
3. Name of reference
4. Established retention period
5. Filing requirements
6. Volume of files

C. For printed material, drafts, and duplicates, , as well as binder clips, are to be eliminated. Whenever possible, *Official Record* (see *Definitions*) is the one to be retained. *Official Records* are not to contain personal notations, other than the author's signature.

D. For electronic material, once finalized, all drafts and duplicates are to be removed from appropriate locations.

#### II. Record Storage

##### A. Record Center Storage

1. Record Centers are to be in a safe, secure location and protected from environmental and other potential harm.
2. Record storage containers are to be labeled by year or specified periods and with sufficient detail to facilitate their reference, review and destruction. Each record storage container should include a listing of the files housed in that container.

##### B. Electronic Storage

1. The record retention procedures and periods set forth below are applicable to electronic records. Records generated and maintained in company information systems or equipment (including the network drive) are to be periodically reviewed by the responsible party to ensure that the record retention requirements are being met for electronic information systems.
2. Records stored in electronic media are to be grouped in a fashion to facilitate review and destruction at appropriate intervals.



C. Record Destruction

1. USB record destruction shall be conducted as set forth below to be performed on an annual basis. During, or as a result of, this process:
  - A. Records that require retention are to be identified, grouped, labeled, and stored appropriately.  
records that have exceeded their required retention period are to be reviewed and destroyed, and
2. USB Management will ensure that the business files of terminating staff are reviewed and purged concurrent with the staff's departure.

D. Responsibilities

1. Staff/contractor personnel are responsible for assisting in the record retention process. Such responsibilities generally include:
  - A. Supporting preparation and maintenance of local record retention schedules;
  - B. Identifying, packaging, documenting and storage of records;
  - C. Retaining only those records assigned to their function/custodial responsibility;
  - D. Reviewing and authorizing destruction of records at the retention expiration date.

<b>Retention Period</b>	<b>Category</b>
Permanent	A
10 Fiscal Years after the termination/expiration of the lease/permit/agreement	B
5 Fiscal Years from completion of the project	C
To be determined	D
7 Fiscal Years after fiscal year-end	E
5 Fiscal Years after superseded or fiscal year-end	F
5 Fiscal Years from contract expiration	G
Fiscal year originated +2	H
Expiration of exemption + 5 Fiscal Years	I
Duration of employment + 3 Fiscal Years	J
Until purpose served or as required by law	K
USB expectation - 13 months; System Enforced - 18 months	L
<b>Classification</b>	<b>Category</b>
<b><u>1. ADMINISTRATIVE</u></b>	
A. Manuals	
i. USB Policy and other directives that express or interpret policy	
• Originating office file copy	F
ii. Procedural Manuals and other directives that are procedural only and do not express new policy or interpretation	
• Originating office file copy	F
B. Reports	
i. Administrative – Internal	
ii. Annual (year-end)	E
iii. Quarterly	E
C. USDA Chairperson Correspondence	
i. Letters	
• Supporting a document or project	A
<b><u>2. CONTRACTS AND AGREEMENTS</u></b>	
A. Contracts (including Addendums) and final reports	G
B. Building leases, permits and operating agreements	
• Signed original	B
<b><u>3. CORPORATE RECORDS</u></b>	
A. Certificates of Incorporation, Bylaws	A
B. Minutes of Board Meetings, Action Team and Support Committees	
• Record copy	A
C. QSSB Consulting and Oversight	
• Agreements and Contracts	A
• Compliance Review Reports	A
• Other Compliance (excluding QSSB financial records)	A
D. Long-Range Strategic Plans	F
E. Strategies, Action Plans	F
<b><u>4. PROJECT FILES</u></b>	
A. Official file (Agreements, Final Reports, Subcontractor Agreements, etc)	C
B. Supporting documentation/notes/work papers	C
<b><u>5. INSURANCE</u></b>	
A. Annual Insurance Policy	A
B. Insurance Claim Files	A
C. Insurance certificates furnished by contractors working on USB premises	A
<b><u>6. TAX</u></b>	
A. Exemption Certificates	I
<b><u>7. EMPLOYMENT RECORDS</u></b>	
A. Application, Resume, and Job Description	
i. If hired	J
C. Employment contracts	J
D. Performance appraisals, and goals	J
<b><u>8. COMPLIANCE</u></b>	
A. Data collected to demonstrate compliance	
i. All copies	K
<b><u>9. ELECTRONIC RECORDS</u></b>	
A. Email correspondence [not inclusive of the USB record retention classification]	L

Retention Period	Category
Permanent	A
10 Fiscal Years after the termination/expiration of the lease/permit/agreement	B
5 Fiscal Years from completion of the project	C
<i>To be determined</i>	D
7 Fiscal Years after fiscal year-end	E
5 Fiscal Years after superseded or fiscal year-end	F
5 Fiscal Years from contract expiration	G
<i>To be determined</i>	H
Expiration of exemption + 5 Fiscal Years	I
Duration of employment + 3 Fiscal Years	J
Until purpose served or as required by law	K
USB expectation - 13 months	L
System Enforced - 18 months	
Classification	Classification
<b><i>1. Financial</i></b>	
A. Audited financial statements and auditor communications to those charged with governance	A
B. Corporate insurance agreements	A
C. Financial Information	
i. Monthly financial close information	F
ii. Monthly journal entries	F
iii. Monthly cash receipts information	F
iv. Monthly accounts receivable information	F
v. Monthly bank and investment reconciliations	F
vi. Vendor invoices	E

## Appendix C – Code of Conduct

### Definition of Terminology

- 1) *Conflict of Interest* – exists if a Director has relationships with any person who is transacting or may transact business with USB. Conflicts of interest occur when Directors are involved in multiple interests and have conduct, reporting, oversight, review and decision-making responsibilities and can use these responsibilities to personally benefit from decisions made.
- 2) *Confidentiality of Information* – is the nondisclosure of USB information except to another authorized person. Such information is entrusted with the confidence through another party.
- 3) *Code of Ethics* – a set of principles of conduct within an organization that guide decision making and behavior. The purpose is to provide staff with guidelines for making ethical choices in the conduct of their work.
- 4) *Harassment* – covers a wide range of offensive behavior intended to disturb, upset, or threaten another person. *Sexual Harassment* refers to persistent and unwanted sexual advances with the consequences of refusing being disadvantageous to the victim.
- 5) *Whistleblower* – person who reports alleged dishonest or illegal activities (misconduct) occurring in a government department, a public or private organization, or a company to authorities. Alleged misconduct may be a violation of a law, rule, regulation and/or a direct threat to public interest, such as fraud, health/safety violations, and corruption.

### Anti-Harassment

The United Soybean Board is committed to maintaining a positive, constructive working environment where all United Soybean Board Directors, staff and contractors feel comfortable. Accordingly, the Board will not tolerate harassment committed by any staff, Director or contractor. Any person who commits harassment will be subject to discipline, including dismissal or removal.

### **Prohibited Conduct**

Directors, staff or contractor may not:

- 1) Make unwelcome sexual advances or requests for sexual favors, or engage in other verbal or physical conduct of a sexual nature;
- 2) Make submission to, or rejection of, such conduct the basis for employment or other decisions affecting the staff, Director or contractor; or
- 3) Engage in conduct that creates an intimidating, hostile or offensive working environment for staff, Director or contractor.
  - a. Sexual harassment may take many forms, including, but not limited to:
    - i. Unwanted physical or verbal sexual advances or propositions;
    - ii. Making employment or other benefits contingent upon sexual favors;
  - b. Leering, whistling, making sexual gestures, displaying sexually suggestive objects or pictures, cartoons or posters;

- c. Making or using derogatory comments, epithets, slurs, innuendos or jokes;
- d. Making comments about an individual's body, appearance, sexual prowess or sexual deficiencies or using sexually demeaning words to describe an individual;
- e. Sending suggestive or obscene letters, notes or email; and
- f. Touching, pinching, assaulting, impeding or blocking movement.

### **Reporting Harassment**

- 1) Any person who believes that they have been harassed, including sexual harassment, or has witnessed such harassment, may directly inform the offending person that the conduct is offensive and must stop. If, however, a person is not comfortable confronting the offender, he or she should promptly report the conduct to any Officer, the CEO or the COO. A contractor's staff may also report the behavior to his or her supervisor, who should then report the behavior to one of the individuals listed above.
- 2) USB will promptly and thoroughly investigate all harassment complaints. The investigation may include interviews with the parties involved and, if necessary, any persons who may have relevant knowledge about the alleged conduct.
- 3) To protect the privacy of all persons involved, USB will keep a complaint confidential throughout the investigation to the extent practicable and appropriate under the circumstances.
- 4) In addition, the Compliance Officers (Secretary and Chairperson) are responsible for ensuring alleged violations of Act & Order provisions or harassment, as detailed in this policy, are reported to USDA.

### **Retaliation Prohibited**

A person may not retaliate against any person who reports any alleged harassment or provides information as part of an investigation. A person subject to retaliation should report the conduct immediately. USB will take appropriate disciplinary action.

### **Responsive Action**

USB will take prompt and appropriate action with respect to any conduct that constitutes harassment. A staff or contractor may be subject to disciplinary action, including, without limitation, warnings, reprimands, suspension without pay, compensation adjustments or termination. A Director will be dealt with in a manner calculated to end any offensive conduct and prevent future misconduct. If appropriate, USB will recommend to the USDA Secretary that a Director be removed.

### **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. USB will keep a complaint confidential throughout the investigation to the extent practicable and appropriate under the circumstances.

Code of Ethics**USB Code of Ethics**

We are dedicated to show:

- a. Respect for the people we work with and serve;
- b. Integrity in our actions;
- c. Responsibility for our decisions and their consequences.

We are committed to:

- Acknowledge the importance of state soybean checkoff organizations as part of the national checkoff program. It is the goal of the United Soybean Board to partner effectively with the Qualified State Soybean Boards for the benefit of U.S. soybean producers.
- Act honestly, truthfully and with integrity in all our transactions and dealings.
- Avoid conflicts of interest and the appropriate handling of actual or apparent conflicts of interest in our relationships.
- Treat our fellow Directors fairly and to treat every individual with dignity and respect.
- Comply with both the spirit and letter of the law.
- Be a responsible representative of the soybean farmers of the United States.
- Demonstrate the organization's mission and values in our decision making.
- Initiate and promote discussion of controversial issues affecting the industry and organization.
- Provide insight on how issues under discussion may affect the State or Region represented.
- Respect the confidentiality of sensitive information known due to board service
- Act responsibly towards the State or Region we represent with a cooperative effort for the united benefit of the soybean farmers in the checkoff program.
- Treat our staff and contractors with respect, fairness and good faith, and to provide conditions of employment that safeguard their rights and welfare.
- Show commitment to cooperation, collaboration and partnership with soybean organizations which represent the farmers.
- Promote continuous improvement in the accountability, transparency, ethical conduct and the effectiveness of the United Soybean Board.

We are committed to:

- Not use board time, facilities, equipment, or supplies for private purposes.
- Restrain from receiving or accepting money or any other considerations from anyone or any organization other than the Board – not including salary derived from one's primary employment – for the performance of duties as a Director, unless approved by USDA.
- Restrain from receiving or accepting anything of value from anyone who is doing or seeking to do business with the board concerned under circumstances from which it reasonably could be inferred that the item was intended to influence the officer in an official action as an officer of the government.

- Do not make unauthorized commitments or promises of any kind purporting to bind the Board, Action Team or Support Committee.
- Avoid giving preferential treatment to any private organization or individual.
- Avoid engaging in outside employment or activities.

The Code of Ethics will be distributed annually to the Directors and staff.

### **Contractors' Code of Ethics**

It is the unfailing expectation of USB that all Contractors work under USB's Code of Ethics.

#### Confidentiality of Information

All information distributed among USB offices, such as contract terms, personnel information, RFP responses, etc., may be considered to be of confidential nature. Staff and contractors of USB are required to maintain confidentiality of this information and documentation at all times.

Staff and contractors should be aware that maintaining confidentiality is becoming more difficult. While information technology can improve workload, it can also increase the risk of unauthorized use, access and disclosure of confidential information.

All personnel files should be maintained in the USB office in a firesafe locked cabinet that is only accessible by the CEO, COO and Executive Assistant.

#### Conflict of Interest

##### **Directors**

USB is charged with administering the national soybean checkoff program. In carrying out this charge, it is important that the Directors exercise their responsibilities and duties free of any potential conflicts of interest or the appearance of conflicts of interest. Therefore, it is the policy of USB that each Director on an annual basis completes and submits a disclosure statement.

Through the disclosure statement, all Directors will disclose any relationships that might create a conflict of interest and declare that the Director will not:

- Associate with persons as defined herein in a manner that would impair USB's independence or integrity;
- Disclose information not authorized for release obtained through their position as a Director; or
- Accept gifts or discounts from related organizations without disclosure.

#### Relationships

Conflict of interest exists if a Director has a relationship with any person who is transacting or may transact business with USB. A relationship from his or her immediate family gives rise to a potential conflict of interest if that family member:

- Is or has been a Director, Officer or staff of an organization/person that has done, is doing, or is proposing to do business with USB; or
- Is or will be an owner, partner, member or shareholder of such organization.

Immediate family shall include parents, grandparents, siblings, children, grandchildren, spouses, in-laws, aunts, nephews, nieces and first cousins. The financial interests or business relationships of such persons shall be ascribed to the Director.

With respect to organizations/persons who may transact business with USB, a potential conflict of interest exists if:

- USB is doing business with such organization/person and a Director is involved, or responsible for, the oversight of such program, or
- A proposal is pending from such organization/person before USB or an action team or support committee of the USB and the Director is in a position to influence approval of such proposal.

Directors must disclose all such relationships unless they terminated more than two (2) years prior to completing an initial or subsequent disclosure statement. For the purpose of this policy, a passive investment in publicly traded corporations representing less than 5% (five percent) of the then outstanding stock of that corporation shall not constitute a relationship giving rise to a potential conflict of interest.

#### Gifts

Directors may accept personal gifts from persons transacting business with USB subject to the following restrictions:

- May accept any gift valued at less than \$50 (fifty dollars) so long as accepting it does not create the appearance of conflict of interest.
- Accept gifts valued at \$50 (fifty dollars) but less than \$250 (two hundred fifty dollars) so long as the Director reports such gifts on the annual disclosure statement.
- For gifts valued at \$250 (two hundred fifty dollars) or more, a Director may not accept such a gift without prior written permission of the Chairperson or his or her designee.

A gift includes any goods, services, discounts or any other benefit that a Director receives in exchange for no consideration or less consideration than the value of the benefit given.

#### Travel and Meals

Directors 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 Board business. A Director may accept payment or reimbursement for lodging, transportation or miscellaneous expenses in connection with a meeting, conference or other event that the Director attends as a USB representative to promote USB's agenda.

#### Disclosure Statement Review

The Officers together with Legal Counsel and USDA will review all statements at the February Board Meeting and determine whether conflict of interest exists.

If it is determined that a conflict exists, the Director with the conflict shall be required to recuse himself or herself from participating in or voting on any matter involving the conflict. The Officers may also



require the Director to return gifts or reimburse a person for travel-related benefits that create conflicts of interest. Even if no conflict of interest is found, Directors are strongly encouraged to exercise their best judgment and recuse themselves from participating in or voting on matters where there is the appearance of a conflict of interest.

### Reporting

Directors must report on the annual disclosure statement all relationships that give rise to a potential conflict of interest, all gifts valued at \$50 (fifty dollars) or more, and all travel related payments and reimbursements. Directors must promptly disclose to an officer of the Board any potential conflict of interest regarding any proposed business transaction. The officers shall keep confidential all reports and information otherwise disclosed to them.

### **Employees**

The United Soybean Board is charged with administering the national soybean checkoff program. In their role of supporting the Board in carrying out this charge, it is important that USB employees exercise their responsibilities and duties free of any potential conflicts of interest or the appearance of conflicts of interest. Therefore, it is the policy of the Board that each USB employee, at the time of hire and annually thereafter, complete a disclosure statement to report all relationships, gifts received or travel-related reimbursements that give rise to a potential conflict of interest. Please refer to the Conflict of Interest Policy in the USB Reference Guide.

Review of employee disclosure statements by USB Legal Counsel will be conducted annually, and employees will be notified by Counsel of any potential conflicts.

### **Contractors**

Employees of the USB primary contractors engaged in carrying out the work of the Board will complete at the time of hire, and yearly thereafter, a disclosure statement to report all relationships, gifts received or given, or travel-related reimbursements that give rise to a potential conflict of interest.

Primary contractors will collect all disclosure statements, via electronic media, from employees in their organization engaged in USB business. USB primary contractors are responsible for maintaining the annual disclosure statements and must provide the disclosure statements upon request and for review during audits.

Further, USB primary contractors will be tasked to incorporate into subcontractor contracts disclosure statements from their subcontractors engaged in USB business. Subcontractor disclosure statements will also report all relationships, gifts received or given, or travel-related reimbursements that give rise to a potential conflict of interest.

It is the responsibility of the USB primary contractors to maintain all completed disclosure statements from all employees and subcontractors on an annual basis. USB has the right to request any or all completed disclosure statements at any time for review.

In addition, all new and renewed contractor and subcontractor contracts/agreements will include a conflict of interest provision with appropriate language applicable to each contract crafted by legal counsel.

Please refer to the Conflict of Interest Policy in the USB Reference Guide.

### Whistleblower Policy

The USB Code of Conduct requires the Directors, staff and contractors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Staff, contractors and representatives of USB must practice honesty and integrity in fulfilling responsibility and comply with all applicable laws and regulations.

#### **Reporting Responsibility**

It is the responsibility of all the Directors, staff and contractors to comply with the Code of Conduct and to report violations or suspected violations in accordance with the Whistleblower Policy.

#### **No Retaliation**

No Director, Officer, staff or contractor who in good faith reports a violation of the Code of Conduct shall suffer harassment, retaliation or adverse employment consequence. A Director, staff or contractor who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable staff and others to raise serious concerns within USB prior to seeking resolution outside of USB.

#### **Reporting Violations**

The Code of Conduct addresses USB's open-door policy and suggests that the Directors, staff and contractors share their questions, concerns, suggestions or complaints with someone who can address them properly.

- 1) In most cases, a staff's or contractor's supervisor is in the best position to address an area of concern. If staff or contractors are not comfortable speaking with their supervisor or are not satisfied with the supervisor's response, you are encouraged to reach out to the Compliance Officers.
- 2) Supervisors and managers are required to report suspected violations of the Code of Ethics to USB's Compliance Officers, who have specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or comfortable with following USB's open-door policy, individuals should contact USB's Compliance Officers directly.
- 3) In addition, the Compliance Officers (see [Compliance Officers](#) in the USB policies) are responsible for ensuring that all allegations are reported to the USDA Secretary including any complaints of violations of the provisions of the Act & Order.

#### **Accounting and Auditing Matters**

The Executive Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Financial Audit Committee shall immediately

notify the Executive Committee and report any such complaint to the USDA and work with the Executive Committee until the matter is resolved.

**Handling of Reported Violations**

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

**Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. The United Soybean Board will keep a complaint confidential throughout the investigation to the extent practicable and appropriate under the circumstances.

## Appendix D - AMS Directive 2210.2

(2/7/11)

### INVESTMENT OF PUBLIC FUNDS

#### 1. PURPOSE

This Directive states the policy and responsibilities for investment of public funds maintained by the Agricultural Marketing Service (AMS).

#### 2. REPLACEMENT HIGHLIGHTS

This Directive replaces AMS Directive 2210.2, Investment of Public Funds, dated August 2005.

#### 3. AUTHORITIES

- a. Title 31, Code of Federal Regulations (CFR), Parts 202-226, Money and Finance: Treasury.
- b. Volume I, Treasury Financial Manual 6-9000, Securing Government Deposits in Federal Agency Accounts.

#### 4. DEFINITIONS OF TERMS

- a. Agency. Any department, agency, or instrumentality of the U.S. Government.
- b. Designated Depository. A financial institution designated by the Department of the Treasury as a depository and financial agent of the Federal Government which has been selected by an agency to hold public funds.
- c. Federal Reserve Districts and Banks. The Federal Reserve Bank or branch of the district within the geographic area where the agency's designated depository is located.
- d. Government Deposits. Public money, including, but not limited to, revenue and funds of the United States and deposited funds subject to the control or regulation of the United States or any of its officers, agents, or employees.
- e. Recognized Insurance Coverage. The insurance provided by the Federal Deposit Insurance Corporation (FDIC), National Credit Union Share Insurance Fund, and the insurance organizations specifically approved by the Secretary of the Treasury under Title 31, CFR, Part 226.

#### 5. POLICY

It is AMS policy to:

- a. Exercise prudent cash management of funds collected through:
  - (1) Fees for services,
  - (2) Assessments from handlers and producers to finance research and promotion efforts, and

(3) Assessments to administer marketing agreements and orders. This also applies to payments received by producer settlement funds and interest or other charges collected on overdue accounts.

b. Require that a formal agreement or Memorandum of Understanding be signed between parties before funds are deposited with a financial institution. This agreement is to state the responsibilities of both the custodial agency and the financial institution, and must conform with the policies and guidelines established by the U.S. Treasury with respect to the deposits of, and collateral for, public funds.

c. Require complete safety of invested funds. In this regard, AMS adheres to U.S. Department of the Treasury Regulations, Title 31, CFR, Parts 202-226.

## 6. RESPONSIBILITIES

a. The fund custodians for AMS who maintain public funds are the Budget Division, the Research and Promotion Boards, Milk Market Administrators, and the Fruit and Vegetable Marketing Order Administrative Committees. When investing funds held in public trust, fund custodians must follow these guidelines:

(1) Investments. All investments must be short-term, risk-free, interest-bearing instruments.

(a) Short-Term. All investments must have a maturity period of 1 year or less to ensure availability and rapid conversion of the principal to cash.

(b) Risk-Free. All investments must be federally insured or fully collateralized with Federal Government securities.

(2) Insurance Coverage. All investments must be fully secured. Accounts are to be established at financial institutions having FDIC insurance which protects the funds depositor's place in banks and savings associations. Accounts at individual institutions should not exceed, in the aggregate, FDIC insured thresholds in order to ensure full insurance for both account principal and interest. The standard insurance amount currently is \$250,000 per depositor through December 31, 2013. On January 1, 2014, the standard insurance amount will return to \$100,000 per depositor for all deposit accounts.

(3) Collateralization. All investments exceeding FDIC insured thresholds, within said institutions, must be fully collateralized.

(a) Before sending funds to an institution for investment, eligible collateral must be pledged to an account under the control of the investing custodian.

(b) Only those securities specified in U.S. Department of the Treasury Regulations, Title 31, CFR, Part 202, are acceptable collateral. They include securities issued, fully insured or guaranteed by U.S. Government agencies, or U.S. Government-sponsored corporations. Regulations that govern the types of

acceptable collateral that may be pledged to secure deposits of public monies, as well as the valuation of that collateral are addressed in Title 31 CFR, Part 380. For a current list of acceptable classes of securities and instruments described within this Code and their valuations, see the Bureau of the Public Debt's Web site at [www.publicdebt.treas.gov](http://www.publicdebt.treas.gov).

(c) Collateral must be pledged at face value. Financial institutions must provide the investor with quarterly inventories of pledged collateral showing both face and market value.

(d) Pledged collateral must be separately segregated in the name of the investor (i.e., AMS-Budget Division, Board, Milk Market Administrator, or Administrative Committee), in order to prevent double pledging.

(e) Collateral not held by the Federal Reserve Board must be held by a financial institution authorized by Treasury as a Federal Depository, having FDIC insurance, and approved by the Federal Reserve Board.

(f) Investment records must be maintained for 6 years and 3 months, as required by the AMS Records Management Program.

b. The Planning and Accountability Division, AMS, will conduct a biennial review of the investment decisions process for the AMS investment program. Investment authorities outside of the AMS investment program will continue to be reviewed as outlined in their investment authority. The Budget Division will issue quarterly investment letters that will apprise committee members of their investment earnings. The Budget Division will also host an annual meeting with the Investment Committee to provide an overview of the investment program activities.

c. On an annual basis, all employees authorized to conduct business with any financial institution participating in the AMS investment program must complete an AMS Investment Program Disclosure Statement Form which indicates any personal relationships with those financial institutions with which business is conducted.

d. The Budget Program and Analysis Branch Chief and the AMS Budget Officer share the responsibility of approving daily investment decisions respectively. In their absence, acting staff (GS-13 and above) assume these responsibilities provided they have signed disclosure statements and have confidential disclosure reports on file.

## 7. INQUIRIES

a. For further information, please contact the AMS Budget Office.

b. This Directive is available online at <http://www.ams.usda.gov/amsissuances>

## Appendix E –Roles and Responsibilities

### ***Overall***

USB will provide advance notification to USDA of all USB meetings, including Board, Committee, Ad Hoc, task force and with any other Federal Government agency.

### ***Board Member***

#### *General Charge*

Board members are responsible for setting organization direction, ensuring necessary resources and providing oversight. Board members are responsible to carry out the fiduciary responsibilities of Duty of Care, Duty of Loyalty and Duty of Obedience.

#### *Responsibilities*

1. Set organizational direction through engagement in strategic thinking, establish organizational values and approve annual operational plans.
2. Ensure necessary resources of a capable and responsible board, promote a positive image of the Board and ensure financial responsibility.
3. Provide oversight of financial investments, minimize exposure to risk, measure progress of strategic plan, and evaluate CEO and Board.
4. Perform Duty of Care preparing for meetings and exercising independent judgment and care in decision making/voting.
5. Honor Duty of Loyalty as a standard of faithfulness performing role free of conflict of interests and in the best interest of all U.S. soybean farmers.
6. Adhere to Duty of Obedience supporting the board's core value, mission, vision and goals and decisions of the board.
7. Understand the bylaws of the board and carry out the responsibilities as a board member in accordance with the regulations associated with the Soybean Promotion, Research and Consumer Information Act and Order, USDA guidelines for AMS Oversight of Commodity Research and Promotion Programs and Board policy.
8. Prepare and understand board information and materials to make informed decisions and to responsibly invest and evaluate the board's financial investments.
9. Strategically oversee the implementation of the board's core value, mission, vision, and goals.
10. Participate in leadership and development training as directed by the board.
11. Expect to meet as a board no less than three times a year and actively prepare and participate in the Board, action teams and other committee/task force meetings, unless the member attends via video or telephone conference call when available. Additional travel optional.
12. Review and approve the USB Policy on at least an annual basis or as needed throughout the year.

***Executive Committee******General Charge and Responsibilities***

“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 other directors elected at-large. The immediate past Chairperson of the Board, while he or she remains a member of the Board, shall serve as an ex officio member of the Executive Committee. If a Chairperson of the Board resigns prior to the end of his or her term, both the resigning Chairperson and the Immediate Past Chairperson of the Board which the resigning Chairperson succeeded in office shall serve on the Executive Committee as ex officio members until the next annual meeting of the Board. 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 of its members present at any meeting in which there exists a quorum. Such funding authority shall exist only until the next scheduled Board meeting.” (Article VIII, Section 1. in the Bylaws Appendix G)

***Audit and Evaluation******General Charge***

The Audit and Evaluation Committee is responsible to USB. Its primary functions are to ensure that checkoff funds are being spent for the intended purpose and to determine if soybean producers have received a reasonable return on investments made by USB.

***Responsibilities***

1. Ensure that the financial relationship between contractors and the USB is authorized by the Act and Order and policies of the USB. Cooperate fully with USDA on all compliance audit activities.
2. Provide technical support to the Board on matters related to program evaluation.
3. Ensure that all auditing requirements are met by QSSBs and other checkoff-related entities.
4. Ensure that an annual certified financial audit is conducted and review findings with the Board and the Board’s auditor.
5. Establish a methodology to evaluate all aspects of USB’s activities.
6. Oversee periodic contract compliance audits of contractors and subcontractors.
7. It is at the Chairperson’s discretion to review information related to bylaw amendments, and other issues identified by the USB Chairperson.

***Financial Audit******General Charge***

The Financial Audit Committee has been charged to act as liaison between USB and the independent auditors, and to recommend any additional roles and responsibilities to the board as may seem appropriate.



### Responsibilities

The Committee determined the following relevant items to be incorporated into the charter of the USB Financial Audit Committee:

1. USB Chairperson shall appoint a chair of the committee as well as the all other membership appointments. The USB Chairperson shall serve as a non-voting ex officio member of the committee. All members shall be independent with respect to the financial reporting of USB.
2. Should have access to financial expertise through a staff-swap arrangement with another organization. Financial expertise is defined as:
  - a. An understanding of generally accepted accounting principles (GAAP), generally accepted government auditing standards (GAGAS) and financial statements.
  - b. The ability to assess the general application of such principles and standards in connection with accounting for estimates, accruals and reserves.
  - c. Experience preparing, auditing, analyzing or evaluating financial statements.
  - d. An understanding of internal controls and procedures for financial reporting.
  - e. An understanding of audit committee functions.
  - f. A general understanding of nonprofit financial issues and specific knowledge of the industry.
3. Shall review its charter annually and recommend any proposed changes to the Board of Directors.
4. Will meet as needed, but not less frequently than twice each year.
  - a. Meet with the outside auditors during the planning phase of the audit.
  - b. Meet to review the draft audited financial statements and other required disclosures.
  - c. It is desired that at least one meeting each year be held in person.
5. Will conduct executive sessions with the outside auditors, CEO, COO, Director of Finance and USDA. At its discretion, the Financial Audit Committee may also conduct executive sessions with outside counsel and USDA.
6. Shall make recommendations of independent auditors and shall be authorized to hire other consultants as necessary.
7. Will review with management the policies and procedures with respect to financial approvals and authorizations, and will consider the results of any review of these areas by the independent auditors.
8. Will consult with management and the independent auditors about significant risks or exposures facing USB and steps taken to minimize such risks, and will periodically review compliance with those steps.
9. Will review with the independent auditors the adequacy of internal controls and any related significant findings and recommendations of the auditors together with management's responses.
10. Will review with management and the independent auditors the effect of any regulatory and accounting initiatives, as well as other unique transactions and financial relationships, if any.
11. Will review with management any interim financial reports issued since the last meeting.

12. Will review with each public accounting firm that performs an audit:
  - a. All critical accounting policies and practices used by USB.
  - b. All alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of each alternative and the treatment preferred by USB.
13. Will review all material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
14. Will review with management and the independent auditors:
  - a. USB's annual financial statement and related notes:
  - b. The independent auditors' audit of the financial statements and their report thereon.
  - c. The independent auditors' judgments about the quality, not just the acceptability, of USB's accounting principles as applied in its financial reporting.
  - d. Any significant changes required in the independent auditors' audit plan.
  - e. Any serious difficulties or disputes with management encountered during the audit.
  - f. Matters required to be discussed by applicable auditing standards.
15. Will review with general counsel legal and regulatory matters that, in the opinion of management, may have a material impact on the financial statements, related USB compliance policies, and programs and reports received from regulators.
16. Will perform such other functions as assigned by USB's Board of Directors or Executive Committee.
17. Will evaluate the independent auditors and report to the Executive Committee on such evaluation.
18. Will review its effectiveness.
19. Will create an agenda for the ensuing year that shall include:
  - a. Oversee the independent audit.
  - b. Review internal control procedures.
  - c. Review approval and authorization policies and procedures.
  - d. Review the Financial Audit Committee charter.
20. Will make an annual report to the Executive Committee of the audit results and will recommend acceptance of the audited financial statements as presented.
21. Will respond to all information requests related to the independent audit and to all requests by non-board members related to internal financial information.
22. Will notify USDA in advance of any entrance and exit conferences with independent auditors regarding USB's annual financial audit.

### ***Strategic Management Committee***

#### ***General Charge***

The Strategic Management Committee (SMC) is charged with keeping the Long-Range Strategic Plan (LRSP) of the organization in the forefront, tracking Board activities to assure consistency and relevancy

with the goals and milestones of the LRSP, and recommending best practices related to planning, project oversight and investments for Board adoption.

### SMC Composition

The SMC will be comprised of five farmer-leaders, including the USB Vice Chair and the most-immediate Past Chairperson, while the most-immediate Past Chairperson remains a member of the Board. In addition, three other directors will be elected to the SMC, immediately following the Executive Committee election in December. SMC directors will not serve on any Action Team or Task Force, with the exception of the Vice Chair and the most-immediate Past Chairperson, who will serve on the Executive Committee. The SMC will be chaired by the most-immediate Past Chairperson while he or she remains a member of the Board. If the most-immediate Past Chairperson is not a member of the Board, the SMC will be chaired by the Vice Chair.

### Responsibilities

#### Program Related:

1. Monitor and track Action Team programs with a specific emphasis on alignment of programs to the LRSP goals and milestone plans.
2. Incorporate any audit and evaluation results from A&E related to program strategies into LRSP and future program activities.
3. Provide program and project oversight best practice recommendations to Action Teams, with an emphasis on measurement.

#### Executive Committee and Board:

1. Serve as advisory body for recommendations related to the LRSP goals, milestone progress and program areas to the Executive Committee and the Board.
2. Provide input to Executive Committee on primary contractors and staff performance as it relates to meeting the LRSP, and identify areas needing additional support or resources.
3. Review proposed Action Team budgets for input to Treasurer and assure interaction and interface with the Treasurer.
4. Recommend best practices and procedures and their implementation to the Executive Committee and Board.
5. Provide an annual report of SMC activities to the Board.
6. Review preliminary Board allocations and collaborate with the USB Treasurer as it relates to the Treasurer's recommendations to the Board.

#### LRSP AND KPIs:

1. Conduct an annual review of LRSP, respecting the long-range nature of the plan.
2. Work with Target Area Coordinators to provide a summary and evaluation of annual progress toward target area strategies and Action Team Chairs on progress toward milestone plans to inform any recommended adjustments to the Board.
3. Oversee the CONNECTIONS sessions.
4. Oversee USB involvement with SoyInsights.
5. Undertake global outreach within the value chain and monitor external factors.
6. Assist the Executive Committee with strategic planning every three to five years.

**Dashboard:**

1. Implement and monitor use of the Dashboard.

***Action Team Chair******General Charge***

An Action Team Chair is an elected member of the Executive Committee, appointed by the Chairperson of the Board to guide the direction and activities of an individual action team. Three action team chairs will be appointed, each assisted by a vice chair. The Team Chair is ultimately responsible for ensuring their action team is investing Board-designated resources to programs that address Action Team goals and audiences objectives. An Action Team Chair can serve no more than two consecutive years at the helm of the same team. By the same token, if a first-year chair is reelected to the Executive Committee, they will continue as Team Chair unless otherwise designated by the Chairperson of the Board.

***Responsibilities*****Project Related:**

1. Chair Action Team meetings and facilitate discussion.
2. Assign a farmer-director to serve as Action Team Vice Chair from the full Action Team.
3. Work with full Action Team to develop programs that will support Board-approved milestone plans.
4. Ensure Action Team understanding of Target Area strategies and the relevance in accomplishing the Action Team goals and audience objectives.
5. Make recommendations to the board of directors for an Action Plan that will support the goals as established in the Long-Range Strategic Plan.
6. Oversee Action Team process to fund projects that meet the goals as established in the Long-Range Strategic Plan.
7. Oversee staff implementation of Action Team's action plan and approved projects.
8. Establish Work Groups as appropriate and assign action team farmer-directors.
9. Assign a Work Group Lead to each established Work Group.
10. Coordinate activities between Target Areas and Work Groups as needed within that Action Team.
11. Collaborate with the Target Area Coordinator and other Action Team Chairs as appropriate on programs and projects with relevance to multiple action team interests.

**Executive Committee, SMC, and Board Interaction:**

1. Member of the Executive Committee.
2. Represent their Action Team on the Executive Committee and to the SMC.
3. Present Action Team proposed budgets to Treasurer and SMC.
4. Submit projects to the SMC annually for review of relevance to the Long-Range Strategic Plan and established KPIs.
5. Provide Action Team progress and status reports to SMC and Board as needed.
6. Collaborate with the SMC and Target Area Coordinators to ensure there is no duplication or gaps in program or projects across action teams.
7. Work with SMC, fellow Action Team chairs and Action Team contractors staff to ensure consistent best practices are implemented across the three action teams.

**LRSP AND KPIs:**

1. Responsible for creating programs that drive designated goals within the Action Team.
2. Assure every Action Team program and project has a relevant KPI
3. Facilitate monitoring progress toward KPIs.

**Dashboard:**

1. Ensure that relevant information is identified for inclusion in the Dashboard working with program staff.
2. Highlight key information from the Dashboard relevant to the Action Team as the Action Plan and projects are evaluated.

**Soy Value Chain:**

1. Coordinate and communicate opportunities for partnership with QSSB Checkoff Partners and national association liaisons.
2. Work with Target Area Coordinators to assign industry liaisons to Work Groups as deemed necessary.

***Action Teams******General Charge***

Working at the pleasure and direction of the Board, each Action Team is responsible to the Board of Directors and drives efforts to increase the value of U.S. soy to the defined segment of the value chain.

Below are the USB Action Teams and their primary functions:

- Supply
  - Its primary function is to review and make recommendations to the Board for the funding of tactics related to the fulfillment of the Supply value chain goals and audiences established by the Long-Range Strategic Plan (LRSP).
- Marketplace
  - Its primary function is to review and make recommendations to the Board for the funding of tactics related to the fulfillment of the Marketplace value chain goals and audiences set by the Long-Range Strategic Plan (LRSP).
- Demand
  - Its primary function is to review and make recommendations to the Board for the funding of tactics related to the fulfillment of the Demand value chain goals and audiences set by the Long-Range Strategic Plan (LRSP).

***Responsibilities***

1. Serve as the forum for discussion of programs and priorities that will create, maintain or increase demand for U.S. soybeans, soybean meal and/or soybean oil products globally.
2. Within the USB designated planning process, select and recommend to the Board programs that will create, maintain or increase demand for U.S. soybeans, soybean meal and/or soybean oil products.
3. Oversee and implement the approved program and project agenda activities.

4. Ensure that all Action Team programs are related to the LRSP. Support the annual review of programs by the Strategic Management Committee (SMC)

#### Action Team Member Service

Action Team members can serve 5 consecutive one-year terms on the same Action Team without additional Board approval required.

#### **Target Area Coordinator**

##### General Charge

Target Area Coordinators will be elected members of the Executive Committee. A Target Area Coordinator will be appointed by the Chair of the Board to each of the three Target Areas: Meal, Oil, Sustainability. The Target Area Coordinator is ultimately responsible for advancing the designated strategy toward accomplishing Target Area goals and milestones. Coordinators understand the specific target area value chain and relevance to Action Team progress on milestone plans. Coordinators partner with the SMC to recommend the overarching strategy that will drive accomplishing the milestone plans. The three Target Area Coordinators are supported by a team of three leads from the primary contractors and three third-party market analysts. A Target Area Coordinator can serve no more than two consecutive years at the helm of the same area. By the same token, if a first-year coordinator is reelected to the Executive Committee, they will continue as Area Coordinator unless otherwise designated by the Chairperson of the Board.

##### Responsibilities

Executive Committee, SMC, and Board Interaction:

1. Represent their Target Area.
2. Provide Target Area trends and insight to SMC and Board as needed.
3. Collaborate within the three target areas across the three action teams to ensure integration of USB's funding portfolio.

LRSP AND KPIs:

1. Work with the SMC to provide a summary and evaluation of annual progress toward goals and strategic objectives to inform any recommended adjustments to the Board.
2. Provide recommendations to the Board of new or adjusted milestones needed to accomplish the goals.
3. Provide insight on industry market indicators and subject matter expert market analysis that is relevant to the LRSP.

Strategic Objectives & Program Related:

1. Chair Target Area meetings and facilitate discussion.
2. Engage farmer-leader and liaison discussion during Target Area meetings.
3. Participate in Work Group meetings across their assigned Target Area.
4. Coordinate and ensure collaboration on funded projects across Work Groups within the same Target Area.

5. Identify new opportunities for collaboration across the Target Area and communicate to the Action Team Chair(s).
6. Collaborate with Action Team Chairs as appropriate on programs with relevance to multiple Action Team interests.
7. Serve as a farmer-leader point of contact with the appropriate contractor staff.

Dashboard:

1. Ensure that relevant information is identified for inclusion in the Dashboard working with program staff.
2. Highlight key information from the Dashboard relevant to the Action Team as the Action Plan and programs are evaluated.

Soy Value Chain:

1. Coordinate and communicate opportunities for partnership with industry, QSSBs, and national association liaisons.
2. Support Action Team Chairs providing industry liaisons to Work Groups as deemed necessary, Industry liaisons are appointed by Board Chair.

## **Target Areas**

### General Charge

Working at the pleasure and direction of the Board, the specific Target Area and focuses on accomplishing the strategic objectives needed to accomplish the Long Range Strategic Plan. The three Target Areas work collaboratively together and with the three Action Teams to drive innovation beyond the bushel, ultimately maximizing profit opportunities for U.S soybean farmers.

Below are the three USB Target Areas and their primary functions:

#### Meal

- Focuses on creating and enhancing partnerships that increase the value and preference for U.S. soy meal. The Meal Target Area is responsible for defining the strategic approach needed to accomplish the USB milestones and strategic objectives in the Meal target area.

#### Oil

- Focuses on creating and enhancing partnerships that increase the value and preference for U.S. soy oil. The Oil Target Area is responsible for defining the strategic approach needed to accomplish the USB milestones and strategic objectives in the Oil target area.

#### Sustainability

- Focuses on creating and enhancing partnerships that increase the value and preference for U.S. soy. The Sustainability Target Area is responsible for defining the strategic approach needed to accomplish the USB milestones and strategic objectives in the Sustainability target area.

### Responsibilities

1. Serve as the forum for discussion of strategic approaches that will create, maintain or increase demand for U.S. soybeans, soybean meal and/or soybean oil products globally.
2. Seek insights, data and trends from market analysts and the designated value chain to provide insights that may inform strategy development.
3. Collaborate with the SMC to provide a recommendation to the Board on potential updates to the strategic objectives, Target Area strategic approaches, and milestones needed to accomplish the Long Range Strategic Plan goals and milestone plans.
4. Provide a recommendation to the Board on funding allocation to Long Range Strategic Plan goals.
5. Ensure collaboration across Action Teams within the Target Area and identify any potential program gaps or overlaps.

### **Work Group**

#### General Charge

Work Group members provide support and feedback to the full Action Team on project direction and funding. Work Groups may meet individually, as well as in the February Target Area meeting across Action Teams prior to the Board meeting and following the July Board meeting for the Action Team meetings.

Work Groups are comprised of USB directors, QSSB Checkoff Partners, national association liaisons and industry. National association liaisons will include a maximum of one (1) per Action Team. QSSB Checkoff Partners will include a maximum of four (4) per Action Team corresponding with each Target Area.

#### QSSB Checkoff Partners and National Association Liaisons

QSSB checkoff partners and national association liaisons are responsible for demonstrating proactive support for the soybean checkoff by facilitating more effective and transparent partnerships between soybean associations, QSSBs, industry and the Board. It is the responsibility of the individuals appointed by their organizations to enhance communications between USB and the liaison organizations. Furthermore, USB liaisons and QSSB Checkoff Partners will seek mutually beneficial collaborations that effectively invest and leverage soybean checkoff resources, maximizing profit opportunities for all U.S. soybean farmers.

**All USB liaisons & QSSB Checkoff Partners** will be responsible for the following objectives:

1. Provide perspectives on the activities of the Board and offer project ideas where appropriate as they relate to USB's Long-Range Strategic Plan
2. To bring USB priorities and action back to the liaisons' organizations for complementary and/or coordinating activities.
3. Encouraged to participate in Work Group discussions and during Action Team meetings when addressed by the Chair.



4. Responsible for bringing information back to their organization on activities of USB that could lead to actionable activities of the organization.
5. To offer two-way communication in the area of collaboration between organizations that meets checkoff priorities and USB's Long-Range Strategic Plan.

**QSSB Checkoff Partners** will be responsible for the following objectives:

1. Demonstrate shared responsibility with USB to provide profit opportunities for U.S. soybean farmers, profitable investment of funds.
2. Assist USB in eliminating duplication of efforts throughout the entire soybean Checkoff program
3. Provide input on USB strategies for the benefit of all U.S. soybean farmers when requested by AT Chair.
4. Demonstrate a shared commitment to managing an effective and compliant Checkoff program

**National association liaisons** will be responsible for the following objectives:

1. Inform the Action Team of legislative, policy and regulatory efforts and outcomes, as they apply to the Strategic Objectives of the specific Action Team in the form of an official report to the Action Team / as part of the February and July in-person Action Team meetings.
2. Inform liaison organization's leadership of Action Team's investments and strategies, ensuring the activities are complimentary.
3. Inform liaison organization's leadership of the Action Team's strategic international direction and priorities managed through international contractor, USSEC ensuring complimentary policy development activities are developed both domestically and internationally.

To ensure all Liaisons and QSSB Checkoff Partners are provided the opportunities and resources needed to meet the stated objectives, United Soybean Board's Action Team Leads will:

1. Include National association liaison reports as an agenda item for the February & July Action Team meetings and make those Action Team reports available to the full Board.
2. Provide appropriate Action Team meeting materials to all Liaisons and QSSB Checkoff Partners prior to AT meetings.

#### Work Group Liaison Funding & Representation

Work Group Liaisons are assigned to attend Action Team and/or Work Group meetings as follows:

1. National association farmer-leaders are selected by their organizations and liaisons will be appointed to a USB Action Team with one liaison per USB Action Team. Each USB Action Team Liaison will self-select a separate working group, with one liaison per USB Action Team. . National association liaisons will be included on Action Team in-person meeting agendas and will provide an official report to the Action Team in February and July in-person meetings. USB will reimburse actual travel costs for national association liaison participation in Action Team meetings and the Board meeting only in February and July. USB will reimburse travel costs for a maximum of four (4) nights for both the February and July Board meetings for each national association liaison. If a liaison cannot attend an Action Team meeting, a list of substitute liaison(s) for that meeting needs to be provided to the USB office in advance of the meeting to ensure expense reports can be processed. All travel expenses must be in accordance to the USB Policy, [Travel Expense Reimbursements](#).

2. QSSB Checkoff Partners: Prior to the December Board of Directors meeting, the USB chairperson will issue an invitation to QSSB chairmen to nominate two individuals, QSSB farmer-leaders or staff members, to participate as QSSB Checkoff Partners. The Chairperson of the Board will then appoint one official QSSB representative per Work Group from among those who are nominated, to serve as a representative for all QSSB Checkoff Partners at Work Group meetings. This is necessary to encourage diversity in representation. Any QSSB representative is welcome to attend Work Group meetings and is encouraged to provide input to the "official" representative to share at meetings. QSSBs will travel at their own expense; however, upon request to the USB Chairperson, travel scholarships may be made available to the official liaison. If approved, QSSB scholarships will reimburse actual travel costs for a maximum of four (4) nights for both the February and July Board meetings for each QSSB Checkoff Partner. All travel expenses must be in accordance to the USB Policy, [Travel Expense Reimbursements](#).
3. Industry liaisons: Industry liaisons are appointed to work groups by the Board Chairperson. Industry liaisons participate at their own expense.

### **Primary Contractor**

#### General Charge

USB contracts with outside organizations to manage and implement programs and projects funded by the United Soybean Board. These contractors work at the discretion of the Board of Directors and are responsible to the Board and USB executive staff.

#### Primary Contractor Roles

1. The *communications contractor* is responsible for coordinating all communication and marketing services, which may include communications and marketing planning, support, development and oversight of subcontractor deliverables as funded by USB, ultimately ensuring consistent messaging and strategic approach.
2. The *domestic programs contractor* is responsible for managing and, as required, implementing all domestic research and marketing programs designed to increase the value of and demand for U.S. soy.
3. The *international programs contractor* is responsible for managing and, as required, implementing all programs outside of the U.S. designed to increase the value of and demand for U.S. soy.

#### Board and Action Team Related Responsibilities

##### Executive Staff & Program Implementation

1. Support USB executive and administrative staff in the operations of the United Soybean Board of Directors as needed and as requested.
2. Responsible for implementing the direction of the United Soybean Board of Directors and supporting the USB Long-Range Strategic Plan (LRSP).
3. Serve as subject matter experts in their respective areas of expertise.
4. Ensure all funded activities and extensions of those activities fall within the Act & the Order, USDA Guidelines and Board policy and align with the USB LRSP.
5. Support Target Area Coordinators in developing strategic direction for consideration by the United Soybean Board of Directors.

6. Develop an Action Team action plan under the direction of the USB farmer-leaders on each Action Team.
7. Work with Action Team Chairs and Target Area Coordinators to ensure that program activities support USB's goals, target area strategies and milestone plans.
8. Collaborate with the other primary contractors to provide seamless Action Team and Target Area staffing coordination under the direction of USB executive staff.
9. Coordinate activities with other primary contractors within each Action Team and across all Action Teams and Target Areas.
10. Collaborate with the other primary contractors to manage the Action Team budget.
11. Manage subcontractors, including project contracts, deliverables, deadlines, reports and budgets.
12. As required, implement Action Team project activities.
13. Create and submit a unified USB Action Team Report (strategic focus) in coordination with the full Action Team staff twice annually (December and July).
14. Provide staffing to USB Work Groups as requested.
15. Provide financial updates to the Board as designated in the USB staff resource manual.
16. Provide timely project billings to USB with required back up.
17. Secure farmer-leader, USB staff and other approvals as necessary on program and project activities and actions.
18. Provide to USB Director-approved activities in appropriate USDA format for approval.
19. Ensure a full understanding of the Act and Order, USB Policy Manual and USB Staff Resource Manual and implementation of the manual by all staff.

#### Executive Committee and SMC Interaction:

1. Provide support to USB executive staff as requested in providing updates on Action Team program and project activities and budgets to the Executive Committee and Strategic Management Committee.
2. Provide a unified Action Team staff presentation to the SMC evaluating fiscal year strategies and activities. Provide a candid assessment of both successes and areas of improvement.

#### Soy Value Chain:

1. Coordinate and collaborate activities with all QSSBs, as necessary. Leverage USB program funding with industry activities to ensure a maximum return on investment for checkoff funds.
2. Work within the soy value chain as defined in the USB long-range strategic plan and any appropriate related industries to be aware of trends and activities relative to USB and to provide those groups with information about USB programs.
3. Serve as an extension of USB staff at industry meetings, conferences and shows.
4. Coordinate and communicate opportunities for partnership with national association liaisons and QSSB Checkoff Partners.

#### Performance and Evaluation:

1. Support Action Team in developing program and project KPIs.
2. Track program and project performance toward meeting the designated KPIs and report final results.
3. Primary contractors are evaluated annually by the United Soybean Board of Directors on their performance.

***Action Team Staff Leads (ATSL)******General Charge***

1. One staff person from each primary contractor will be assigned as a staff lead to each Action Team.
2. The staff leads will operate as a cohesive team to support the Action Team while driving strategic thinking consistent with USB's Long Range Strategic Plan.
3. Staff leads work collaboratively to help manage the Action Team operations, relevant board-directed initiatives, and assist in program management of the Action Team's Investments.
4. Staff leads are the overall Action Team Program Managers and must be able to discuss the strategic relevance of the various components of the Action Team Programs as it relates to the LRSP and the Target Area Strategies. Staff leads are responsible for determining when to engage Subject Matter Experts (SMEs) from each of the Primary Contractors and industry to provide additional detail at the times that is necessary. When it comes to knowing the details of various Projects funded by the Action Team it is not expected that each Staff leads will know the intimate details of each project but rather they need to understand the overall relevance within the Action Team Programs.
5. Staff leads serve as the primary point of contact on Action Team related issues for Action Team farmer leaders.

***Responsibilities***

1. Ensure that all USB and USDA policies and guidelines relative to the respective decision making processes are complied with at all times.
2. Have a deep understanding of the USB LRSP, Target Area Strategies, and milestone plans.
3. Coordinate and collaborate with target area market analysts and staff leads to ensure all programs activities are aligned with the Target Area Strategies.
4. Collaboratively with other staff leads, jointly lead Action Team meetings as directed by the Chair.
5. Coordinate and involve subject matter expertise as needed to provide relevant information to the Action Team and to assist in the decision making process.
6. Provide support to Action Team Chair to develop programs that support the LRSP goals and corresponding milestone plans that fall within the Action Team. At the direction of the Action Team Chair conduct regular conference calls with Action Team Chair and/or full Action Team. Involve USB Staff as appropriate.
7. Implement decision making processes within Action Team as directed by the Board or USB executive staff.
8. Ensure best practices are utilized across the three action teams to allow for a consistent Action Team experience for USB farmer-leaders under the direction of USB executive staff.
9. Work with the assigned primary contractor staff member to report on Action Team budget, ensure directors are abreast of Action Team financials and ensure that necessary financial decisions are taken in a timely and compliant manner by the Action Team Members.
10. Oversee the primary contractor staff member assigned to coordinate Action Team conference calls, call agendas and fax votes.
11. Serve as the point of contact for the Work Group Leads for assigned target area(s).
12. Interact with Action Team Chair to arrange for Action Team Members involvement in industry engagement opportunities.
13. Provides one-page quarterly Action Team Management recap document to full Action Team.

14. Participate in scheduled staff leads and primary contractor staff lead joint meetings. (planned for 3X per annum approximately 8 weeks prior to USB Board Meetings)
15. Ensure that staff leads communicate with each other, and appropriate subcontractors on program actions/issues to build overall understanding as these actions might impact other program areas within the action team.
16. Fully understand and utilize the USB Staff Resource Manual to staff and support the Action Team on an ongoing basis.

Action Team Staff Interactions (between Action Team and Target Area Staff Leads from the three Primary Contractors)

1. Communicate regularly to ensure programs are collaborated wherever possible to share learnings and experiences; maximize efficiency through sharing resources and minimize duplication of efforts.
2. Establish a monthly meeting time to ensure ongoing collaboration and interaction to ensure forward thinking and coordinated efforts.
3. Work with staff admins who support the individual action teams.
4. Collaborate to ensuring Action Team deadlines are met and are in compliance with the USB Staff Resource Manual.
5. Follows planning timeline outlined in the Staff Resource Manual or otherwise directed by the Board.

Other Responsibilities

LRSP AND KPIs:

1. As a part of the annual planning process provide input into the USB long-range strategic plan.
2. Ensure every Action Team program and project has relevant and measurable KPIs, including baselines.
3. Provide ongoing reporting on progress toward KPIs, as stated in the USB Staff Resource Manual.

Dashboard:

1. Support Target Area and program staff to ensure that relevant information is identified and included in the Dashboard.

Soy Value Chain:

1. Ensure Work Group liaisons and QSSB Checkoff Partners are provided relevant information and are included in Work Group meetings and discussions.

**Target Area Staff Leads****General Charge**

1. One staff person from each primary contractor will be assigned to the three-person target area staff lead team.
2. The staff leads will operate as a cohesive team to support the three Target Area Coordinators while driving strategic thinking consistent with USB's Long Range Strategic Plan.
3. Staff leads will work collaboratively with the market analysts who will serve as third-party subject matter experts.
4. Staff leads ensure USB's target area strategies are consistent and communicated back to their respective organizations and Action Team staff leads and support teams.

**Responsibilities**

1. Ensure that all USB and USDA policies and guidelines relative to the respective decision making processes are complied with at all times.
2. Have a deep understanding of the USB LRSP, goals, target area strategic approaches, strategic objectives, and milestone plans.
3. Collaboratively support the Target Area Coordinators and market analysts during target area meetings as needed and requested.
4. Coordinate and collaborate with Action Team staff leads to ensure program activities are aligned with the target area strategic approaches.
5. Support the Target Area Coordinators and SMC to provide potential updates and insights to target area strategic approaches for consideration by the Board.
6. Keep the designated Executive Staff apprised of issues that will impact implementation or standardized processes.
7. Implement decision-making processes within the Target Areas as directed by the Board or USB executive staff.
8. Ensure best practices are utilized across the three Target Areas to allow for a consistent Action Team experience for USB farmer-leaders under the direction of USB executive staff.
9. Participate in scheduled staff leads and primary contractor staff lead joint meetings. (planned for 3X per annum approximately 8 weeks prior to USB Board Meetings)
10. Fully understand and utilize the USB Staff Resource Manual to staff and support the Target Area on an ongoing basis.

**Action Team Staff Interactions (between Action Team and Target Area Staff Leads from the three Primary Contractors)**

1. Communicate regularly to ensure programs are collaborated wherever possible to share learnings and experiences; maximize efficiency through sharing resources and minimize duplication of efforts.
2. Establish a monthly meeting time to ensure ongoing collaboration and interaction to ensure forward thinking and coordinated efforts.
3. Collaborate to ensuring Target Area deadlines are met and are in compliance with the USB Staff Resource Manual.
4. Follow planning timeline outlined in the Staff Resource Manual or otherwise directed by the Board.

Responsibilities

## LRSP AND KPIs:

1. As a part of the annual planning process support the Target Area Coordinator and USB directors as they review the strategic objectives, milestones, and target area strategic approaches that support the Long Range Strategic Plan goals and milestone plans.

Dashboard:

1. Support Target Area and program staff to ensure that relevant information is identified and included in the Dashboard.

Soy Value Chain:

1. Ensure Work Group liaisons and QSSBs are provided relevant information and are included in Work Group meetings and discussions.
2. Identify new opportunities and support enhancing current industry partnerships that align with the target area strategic approach.

**Target Area Market Analyst**General Charge

1. Elevate the discussion at the target area level by providing unbiased strategic market expertise to the Target Area Coordinator and Target Area Working Groups.
2. Provide insights, trends and analysis that will help inform the target area strategic approach discussion that will ultimately support the Long Range Strategic Plan goals and milestone plans.
3. Provide insights and support to the USB Executive Committee, Strategic Management Committee.

Responsibilities

1. Provide insight to the USB Executive leadership on program implementation
2. Provide insight to the Action Team Target Area working groups
3. Provide unbiased insights to the Target Area Coordinator of any potential gaps or overlaps.
4. Work with communications contractor to provide market updates to the Board.
5. Report to the USB Executive Staff and work with the Strategic Management Committee as requested.
6. Approved by the SMC chair with farmer oversight provided by the SMC.
7. Support for strategic planning meeting agenda development.
8. Attend USB meetings as requested, including Board meetings and SoyInsights.
9. Monitor Target Area Action Team Work Group meetings/conference calls.
10. Meet quarterly with other Target Area Market Analysts.

LRSP:

1. Provide an external expertise and global perspective to the target area strategic approach development and work.
2. Review the Action Plan drafts to ensure that the strategic objectives and milestone plans are being addressed and to ensure consistency
3. Support the Target Area Coordinator providing expertise to ensure that the Target Area strategic approach is being well scoped and implemented and aligns with the USB Long Range Strategic Plan.



# Appendix G – Permanent Bylaws of the United Soybean Board

## ARTICLE I--Name and Offices

Section 1. This Board is established pursuant to the authority of the Soybean Promotion, Research and Consumer Information Act of 1990 (7 U.S.C. 6301-6311) and the Soybean Promotion, Research and Consumer Information Order (7 CFR Part 1120) and shall be designated as the United Soybean Board, hereinafter referred to as "the Board."

Section 2. The principal office of the Board shall be at such location designated by the Board. Other offices may be established or designated at such places as the Board may determine.

## ARTICLE II--Purpose

Section 1. The purpose of the Board is to administer the provisions of the Soybean Promotion, Research and Consumer Information Order, hereinafter referred to as the "Order," established pursuant to the Soybean Promotion, Research and Consumer Information Act, hereinafter referred to as the "Act."

## ARTICLE III--Definitions

Section 1. Terms which are defined in the Act, the Order and rules and regulations issues there under, shall be defined in the same manner in these bylaws.

## ARTICLE IV--Meetings

Section 1. The annual meeting of the Board shall be held in December at a time and place fixed by the Board of Directors.

Section 2. The Board of Directors shall hold at least two additional meetings each fiscal year, at a time and place designated by the Board of Directors.

Section 3. A special meeting of the Board of Directors may be called at any time or place by the Chairperson or by written request to the Chairperson by at least one-third of the directors.

Section 4. Written notice of the time and place of any meeting of the Board of Directors, along with an agenda, shall be sent to each member of the Board of Directors at least ten (10) days prior to the date thereof, except in cases of an emergency within the discretion of the Chair. Such notice shall be provided to the U.S. Secretary of Agriculture. In the case of an emergency as determined by the Chair, as much notice as possible shall be provided.

Section 5. When the Chairperson determines such action is necessary, the Board may take action upon the concurring votes of a majority of its members, or if a weighted roll call vote is requested, a simple majority of all votes cast and a simple majority of all units voting, by mail, telephone, email, FAX, but any such action by telephone shall be confirmed promptly in writing. In the event such action is taken, all members must be notified and provided the opportunity to vote. Any action so taken shall have the

same force and effect as though such action had been taken at a regular or special meeting of the Board.

Section 6. A quorum for any meeting of the Board of Directors shall require a majority of the directors represented on the Board; however, less than a quorum shall be entitled to adjourn any meeting to a definite date.

Section 7. No director may vote by written proxy.

#### ARTICLE V--Votes

Section 1. Unless a weighted roll call vote is requested, each Director shall be entitled to cast one vote for any issue presented to the Board. A simple majority of directors voting shall suffice for any issue voted upon unless otherwise noted in these bylaws. A weighted roll call vote may be requested verbally by any Board member. After any regular vote is taken, any Board member may at that point request a weighted roll call vote on the same question, which weighted roll call vote, will prevail on that question.

Section 2. If any Director requests a weighted roll call vote, each unit of the Board shall receive votes based only on the unit's percentage, or portion of a percentage, of the annual assessments remitted to the Board (minus refunds). If a unit has more than one Director, each Director from that unit shall receive an equal percentage of the votes allocated to the unit present and voting. For the first fiscal year of the Board, the percentage used to determine the votes given to a unit will be based on annual average soybean production of the three previous years.

Section 3. Approval of any motion for which weighted roll call vote has been requested shall require a simple majority of the votes cast and a simple majority of the units voting.

Section 4. To adopt or amend any budget, or to authorize any disbursement of funds which would exceed any adopted or amended budget, shall require the affirmative vote of 60% of all eligible votes, provided that this vote represents an affirmative vote of a majority of the organizations represented on the Board of Directors under the provisions of Article I.

Section 5. In any committee meeting, each member shall have only one vote.

#### ARTICLE VI--Powers and Duties of the Board

Section 1. The Board shall have the Powers and Duties enumerated in Sections 1220.211 and 212 of the Order and any amendments thereto, and shall exercise such Powers and Duties so as to effectuate the objectives and purposes of the Act and Order.

#### ARTICLE VII--Officers of the Board

Section 1. At each annual meeting of the Board of Directors, the board shall elect from its voting members a Chairperson, a Vice Chair; a Secretary and a Treasurer. Such officers shall be members of the USB Executive Committee.

Section 2. The Board of Directors may elect such other officers and any assistant officers from time to time as it deems appropriate.

Section 3. All officers elected shall serve until their successors have been elected and shall qualify. Terms of office shall run from annual meeting until annual meeting. However, an individual may serve only one one-year term as chairperson. Partial terms will not count toward a full term as elected chairperson.

Section 4. A vacancy in any office, whether caused by death, resignation, removal or for any other reason, may be filled at any time by the Board of Directors.

Section 5. Duties of the Chairperson. The Chairperson shall be the principal elected officer of the Board and, subject to the control of the Board of Directors, 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.

Section 6. Duties of the Vice Chairperson. 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.

Section 7. Duties of the Secretary. 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 the provisions hereof, 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 meeting of the Board shall be mailed to each director and the Secretary of Agriculture within 21 working days.

Section 8. Duties of the Treasurer. 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 corporation under the direction of the Board. The Treasurer shall sign all checks or other instruments by means of which funds are disbursed, transferred or invested. All said checks or other instruments shall be co-signed by such person or persons as shall be specifically designated by the Board. Facsimile signatures may be used when authorized in writing by the Treasurer and any designated co-signer. 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 or 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.

#### ARTICLE VIII--Committees of the Board

Section 1. 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 other directors elected at-

large. The immediate past Chairperson of the Board, while he or she remains a member of the Board, shall serve as an ex officio member of the Executive Committee. If a Chairperson of the Board resigns prior to the end of his or her term, both the resigning Chairperson and the Immediate Past Chairperson of the Board which the resigning Chairperson succeeded in office shall serve on the Executive Committee as ex officio members until the next annual meeting of the Board. When in the opinion of the Chairman 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 of its members present at any meeting in which there exists a quorum. Such funding authority shall exist only until the next scheduled Board meeting.

Section 2. The Board may establish a Soybean Program Coordinating Committee to assist the Board in the administration of the Act and Order pursuant to Sections 1220.213 through 1220.220.

Section 3. The Chairperson may appoint directors to such other committees from time to time as he/she deems necessary and appropriate for the proper functioning of the Board in such numbers and for such terms and functions as he/she designates.

Section 4. Actions of any committee shall be subject to ratification by the Board.

#### ARTICLE IX--Agents of the Board

Section 1. The Board may employ administrative staff or personnel or may contract with another organization for such functions such as administrative staff, accountants and special consultants from time to time as it may deem necessary or advisable to enable the Board to analyze the current and proposed budgets and programs to be administered under contract. The salaries and benefits of such administrative staff shall not exceed one (1%) percent of the Board's projected level of assessments, net of refunds for the fiscal year.

#### ARTICLE X--Contracts

Section 1. The Board, with the approval of the Secretary of Agriculture, may enter into contracts or agreements pursuant to the limitations of the Act and Order with appropriate parties, including national nonprofit producer-governed organizations, for the development and conduct of activities authorized under the Act and Order and for the payment of the cost thereof with funds collected through assessments pursuant to the Act.

#### ARTICLE XI--Robert's Rules of Order

Section 1. All meetings of the Board and all committees of the Board shall be governed by Robert's Rules of Order.

#### ARTICLE XII--Amendments

Section 1. To adopt or amend these bylaws shall require the affirmative votes of two-thirds of all eligible votes, provided that this vote represents an affirmative vote of a majority of the units represented by the Board. Written notice of the time and place of any meeting of the Board during which proposed bylaw amendments will be discussed, along with an agenda describing such proposed

amendments, shall be sent to each member of the Board by ordinary mail, email or FAX, at least 20 days prior to the date of the meeting.

ARTICLE XIII--Fiscal Year

Section 1. This Board shall operate on a fiscal year from October 1 to the following September 30, inclusive.

## Appendix H – Social Media Policy

Disclaimer: USB received a Request to Revise from USDA regarding Social Media therefore please refer to the original social media guidelines as part of the [Communications Standard Manual](#).

## Resources

Below is a list of resources that can be used as additional guidelines to comply with the USB policies:

1. U.S. Department of Agriculture's Agricultural Marketing Service:  
<http://www.ams.usda.gov/AMsv1.0/>
2. United Soybean Board Media Center:  
<https://unitedsoybean.org/media-center/>
3. USDA Agricultural Marketing Service United Soybean Board Overview  
<https://www.ams.usda.gov/rules-regulations/research-promotion/soybean>
4. Soybean Promotion, Research, and Consumer Information Act  
<https://www.gpo.gov/fdsys/pkg/USCODE-2010-title7/pdf/USCODE-2010-title7-chap92.pdf>
5. Agricultural Marketing Service, USDA Soybean Promotion and Research Order  
<https://www.gpo.gov/fdsys/pkg/CFR-2006-title7-vol10/pdf/CFR-2006-title7-vol10-part1220.pdf>
6. USDA Guidelines for AMS Oversight of Commodity Research and Promotion Programs  
<http://www.pork.org/wp-content/uploads/2014/09/ams-rp-guidelines-june-20121.pdf>
7. Federal Register Reference Documentation:  
Click here for link to [Main Federal Register \(current site\)](#) or [Upcoming Beta Released Main Federal Register \(upcoming site\)](#) for search capabilities in case links below become invalid.
  - [Federal Register/Vol.80. No.204/Thur. 10/22/15/Rules and Regulations p. 63909-63910](#)
  - [Federal Register/Vol.79. No.175/Wed. 9/10/14/Notices p. 53684-53685](#)
  - [Federal Register/Vol.79. No.175/Wed. 9/10/14/Rules and Regulations p. 53605-53606](#)
  - [Federal Register/Vol.78, No.1/Wed, 1/2/2013/Final Rule p. 1-2](#)
  - [Federal Register/Vol.75, No.240/Wed, 12/15/2010/Notices p.78203-78207](#)
  - [Federal Register/Vol.75, No.190/Fri, 10/1/2010/Notices p.60712-60713](#)
  - [Federal Register/Vol.75, No.66/Wed, 4/7/2010/Rules and Regulations p.17555-17561](#)
  - [Federal Register/Vol.74, No.229/Tue, 12/1/2009/Rules and Regulations p.62675-62676](#)
  - [Federal Register/Vol.74, No.226/Wed, 11/25/2009/Notices p.61655](#)
  - [Federal Register/Vol.74, No.12/Wed, 1/21/2009/Rules and Regulations p.3395-3412](#)
  - [Federal Register/Vol.74, No.41/Wed, 3/4/2009/Notices p.9382-9383](#)
  - [Federal Register/Vol.74, No.39/Mon, 3/2/2009/Rules and Regulations p.9047-9049](#)
  - [Federal Register/Vol.72, No.133/Thurs, 7/12/2007/Rules and Regulations p.37995-37997](#)
  - [Federal Register/Vol.72, No.128/Thurs, 7/5/2007/Notices p.36648-36649](#)

- Federal Register: May 24, 2005 (Volume 70, Number 99)
- Federal Register: January 14, 2005 (Volume 70, Number 10)
- Federal Register: July 21, 2004 (Volume 69, Number 139)
- Federal Register: March 23, 2004 (Volume 69, Number 56)
- Federal Register: December 16, 2003 (Volume 68, Number 241)
- Federal Register: October 3, 2003 (Volume 68, Number 192)
- Federal Register: October 25, 2000 (Volume 65, Number 207)
- Federal Register: May 15, 2000 (Volume 65, Number 94)
- Federal Register: September 13, 1999 (Volume 64, Number 176)
- Federal Register: August 20, 1999 (Volume 64, Number 161)
- Federal Register: July 31, 1997 (Volume 62, Number 147)
- Federal Register: July 14, 1997 (Volume 62, Number 134)
- Federal Register: September 27, 1996 (Volume 61, Number 189)
- Federal Register: November 28, 1995 (Volume 60, Number 228)
- Federal Register: June 7, 1995 (Volume 60, Number 109)
- Federal Register: March 22, 1995 (Volume 60, Number 55)
- Federal Register: April 1, 1994
- Federal Register: December 9, 1993 - 7 CFR Part 1220, No. LS-93-005, RIN 0581-AA94
- Federal Register: November 17, 1993 - 7 CFR Part 1220, No. LS-92-006, RIN 0581-AA77
- Federal Register: July 14, 1992 - 7 CFR Part 1220, No. LS-91-004
- Federal Register: July 2, 1992 - 7 CFR Part 1220, No. LS-91-005