

AAPSE EC Minutes

9/11/17

10:00-11:15 Central

Zoom teleconference

Meeting called by: Kerry Richards

Type of meeting: Executive Committee

Attendees: Kim Pope Brown, Betsy Buffington, Don Renchie, Sonja Thomas

Minutes

Agenda item: 1. Member Request for EC Consideration **Presenter:** Don Renchie

Discussion:

An anonymous request for the AAPSE Issues and Evaluations Committee was received at the National AAPSE meeting in July 2017. The request asks the committee to propose guidelines, if any, that are necessary to protect the interests of AAPSE, its Board of Directors, and members who take on leadership roles with NPSEC. In August 2017, Tom Smith, AAPSE member and NPSEC Executive Director sent a letter of response to Don Renchie. Kerry Richards suggested that By-laws committee work on conflict of interest issue. Kim Pope Brown discussed clarifying AAPSE leadership officer's roles.

Conclusions:

Kim Pope moved to have discussion of who develop conflict of interest issue moved to next AAPSE EC/Board meeting. The next EC/Board meeting will be held September 25, 2017 via zoom. Seconded by Don Renchie. Motion carried.

Action items	Person responsible	Deadline
✓ Put AAPSE/NPSEC conflict of interest discussion on agenda for next meeting	Kerry Richards	9/22/17

Agenda item: 2. Committee Memberships **Presenter:** Betsy Buffington

Discussion:

It is the chair of each committee's responsibility to approve the members for each committee. Not all current committee members have been contacted to see if they wish to remain on committee. EC discussed committee chair appointments and approved all committee chairs.

Conclusions:

Betsy Buffington moved to accept the recommendation by Carol Black to add the following to the Awards, Fellows, and Honorary Membership Committee description, "The committee is also charged with drafting resolutions for approval from the EC. Any member can propose a resolution anytime." Seconded by Kim Pope. Motion carried. Kim Pope Brown will be a member of the Nominations/Elections Committee.

Action items	Person responsible	Deadline
✓ Inform all committee chairs that they need to approve the members of their committee.	Betsy Buffington	9/22/17
✓ Ask each committee to produce a "job description" summarizing committee mission and functions.	Betsy Buffington	9/22/17

New Agenda item: 3. Issues and Evaluations Committee - Dicamba **Presenter:** Kim Pope Brown

Discussion:

Kim Pope Brown has been asked by several people to develop an AAPSE statement on Dicamba training and provide it to EPA.

Conclusions:

Kim Pope Brown moved to have email discussion with EC and full board to develop Dicamba statement and then, if approved, send the issue to the Issues and Evaluations Committee. Seconded by Don Rennie. Motion carried.

Action items	Person responsible	Deadline
✓ Begin Dicamba email discussion	Kim Pope Brown	9/18/17
✓ Add Dicamba issue statement to next EC/Board meeting agenda	Kerry Richards	9/22/17

Agenda item: 4. 2018 Meetings **Presenter:** Kerry Richards

Discussion:

Indications from EPA Headquarter are that funding from the Field Meetings Implementation grant will be available, so that planning for a 2018 PACT can begin. Wayne Buhler has indicated interest in hosting the PACT 2018 meeting in North Carolina. Darrell Hensley with the Southern Region has requested to piggy-back the Southern Region Meeting onto PACT 2018 meeting for a day before or after PACT 2018. EC discussed the need for AAPSE to have time to meet either during PACT 2018 or at a separate time. Kerry Richards raised the question regarding whether the AAPSE Professional Development Committee should be asked by the EPA PACT 2018 planning committee to help if the membership decides to have an AAPSE meeting during PACT 2018. AAPSE Western Region board members have come forward with a request to include an AAPSE national meeting in conjunction with the Western Regional meeting in the spring. This would be a similar format to the AAPSE national meetings in Roanoke in 2016 and Pennsylvania in 2014. Montana is willing to host this meeting. The question was raised regarding AAPSE member's willingness to attend two meetings in the same calendar year, due to limited travel funds. It was noted that holding a meeting in the Spring and again in the fall would mean they would be in different fiscal years, which may help with travel budgeting. It was recommended that the membership be surveyed, prior to the next EC/Board meeting to determine interest and willingness to attend two separate meetings.

Kerry Richards discussed the 9th Annual IPM Symposium meeting. AAPSE members have been invited to speak and to answer the question of how to build better partnerships between IPM and PSEPs.

Action items	Person responsible	Deadline
✓ Send out survey to AAPSE membership asking if they want AAPSE meeting separate or at same time as PACT 2018 and if membership would be willing to travel to multiple meetings.	Kerry Richards	9/18/17

Agenda item: 5. Webpage **Presenter:** Kerry Richards

Discussion:

EC needs to determine the status of webpage development and determine approval for AAPSE secretary to post minutes and make changes as necessary. AAPSE secretary, Betsy Buffington, has log-in information for both current and redesigned websites.

Action items	Person responsible	Deadline
✓ Speak to Mike Weaver about roles in adding and updating content of AAPSE website.	Kerry Richards	9/22/17

Agenda item: 6. Communications **Presenter:** Kerry Richards

Discussion:

Kerry Richards will publish a monthly "Presidents Post" following each AAPSE EC/Board meeting and will also post when pressing issues arise. Richards also discussed using Basecamp to help EC, board, and/or committee chairs organize and share information.

Action items	Person responsible	Deadline
✓ Add question about using Basecamp to AAPSE membership survey discussed in Agenda item 4.	Kerry Richards	9/18/17

Agenda item: 7. Future Meetings **Presenter:** Kerry Richards

Discussion:

Kerry Richards announced that meetings will be held the last Monday of each month. Participation will be both the EC and the board. Betsy Buffington suggested adding 10 minutes to the beginning of each meeting for AAPSE general membership to provide input or ask questions.

Action items	Person responsible	Deadline
✓ Add general membership attendance at EC/Board meetings to next EC/Board meeting.	Kerry Richards	9/22/17
✓ Send proposed agenda to EC for any clarifications, additions, or deletions	Kerry Richards	9/22/17

Request for AAPSE Issues and Evaluation Committee

Summary:

Given the overlap in both the missions and leadership of AAPSE and the National Pesticide Safety Education Center (NPSEC), it is requested that the Issues and Evaluation Committee discuss the potential positive and negative implications of this situation on the AAPSE membership as well as on members of the AAPSE Board of Directors who simultaneously hold leadership positions with NPSEC. The committee is asked to propose guidelines, if any, that are necessary to protect the interests of AAPSE, its Board of Directors, and members who take on leadership roles with NPSEC.

Full Request and Justification:

In AAPSE's purpose as stated in the Articles of Incorporation and in the mission and goals of the National Pesticide Safety Education Center outlined in its recent update, there is much overlap in what these two groups seek to accomplish. And, there is overlap in their leadership as well. But neither overlap is 100%; there are differences. But, to the extent that such overlaps do and may exist, the AAPSE Issues & Evaluation Committee should discuss AAPSE and NPSEC's coexistence and independence since they could be synergistic, but could also pose negative impacts for programs of individual AAPSE members.

Suggested issues for committee discussions:

- What are the responsibilities of AAPSE board and EC members involved with NPSEC leadership for keeping the entire AAPSE membership apprised of NPSEC's goals, intentions, activities, and developments?
- What are their responsibilities for representing the interests of AAPSE members and seeking input from the entire AAPSE membership when making decisions affecting NPSEC's structure, activities, and direction?
- How to clearly separate roles when serving both NPSEC and AAPSE
- Consider any ramifications for our Association and our Board if, despite the best of intentions, AAPSE leaders serving NPSEC take that enterprise in a direction that produces winners and losers among the AAPSE membership? Are the overlapping goals and leadership of AAPSE and NPSEC, to the extent that such overlaps may exist, setting our leaders up for unavoidable conflicts of interest? And if so, is AAPSE being fair to those members by allowing them to be put in such a position?
- Make recommendation about what guidelines, if any, are necessary to protect the interests of the Association, its EC/Board, and those members who take on leadership roles with NPSEC.

August 18, 2017

Dr. Don Renchie
Immediate Past President, AAPSE
% Texas A&M AgriLife Extension Service
101 Agronomy Field Lab
College Station, TX 77843-2488

Dear Don,

I am writing as an AAPSE full member in response to the anonymous request submitted in writing to the AAPSE Issues and Evaluation Committee concerning the overlap of AAPSE leadership and the National Pesticide Safety Education Center (NPSEC) leadership, and the potential for conflicts of interests where and when that leadership does overlap. I am also writing this response in my role as the Executive Director of NPSEC. My response is in two parts, the first on the substance of the request and the second on the process of the request.

I was privileged to be part of discussions at the AAPSE meeting involving this request and those discussions included you, Carol Black, Kerry Richards, Dean Herzfeld, and, to a minor extent, Kim Pope. As such, I am copying all those involved in those discussions on my response. I am also copying Sonja Thomas, since I reference her below.

As to the substance of the request, while the missions of AAPSE and NPSEC have some overlap, there is a clear distinction and scope of missions. While both are focused on pesticide safety education, the mission of AAPSE is much broader: **"...to represent the interests of state, federal, and tribal educators responsible for pesticide education and certification programs..."** while NPSEC is very specific **"... to support and serve extension Pesticide Safety Education Programs ..."**. The last phrase of the AAPSE Articles of Incorporation, Article I, Section 2. Purpose states: **"to cooperate with others dedicated to the development and promotion of pesticide applicator education, training, and certification programs, and safe and effective pesticide-use policies."** Involvement with NPSEC by any member of AAPSE, including those in an AAPSE leadership role is not a conflict of interest, but explicitly serves the mission of AAPSE as stated in the Articles of Incorporation.

The request specifically addresses the leadership of both organizations. As stated, this currently impacts you, Kim Pope, and Sonja Thomas as Officers of AAPSE and SWAT Team members of NPSEC. It technically does not impact Kerry Richards, current President of AAPSE, who is not in a leadership role with NPSEC. Kerry serves as a subcontractor to NPSEC and answers to me, and I answer to the SWAT Team. I use the word 'technically', because our discussions were almost entirely focused on Kerry. In a non-profit organization, leadership, as used in the request, should be related to the governing body, since decisions of substance are made by the governing body, and not by employees or contractors

hired to carry out the direction of the organization as set by the governing body. I believe whoever submitted this request does not understand that distinction, and therefore any concerns related to Kerry are without merit.

Let me now address the issue related to you, Kim and Sonja. As I stated previously, cooperation with other organizations or individuals involved with pesticide safety is explicit to the AAPSE purpose. As Officers of AAPSE, you are all charged and obligated to that purpose. It is ludicrous to imply that by carrying out your duties as Officers, you have a conflict of interest. What the person who submitted this request is in reality suggesting is that any organization that has an overlap in mission/purpose and leadership with AAPSE has a potential conflict of interest and a specific policy should be developed by AAPSE to address those potential issues. That would impact your entire board and every member, because we all wear more than one hat related to the mission/purpose of AAPSE and our other responsibilities. It is insulting to those involved with NPSEC to be singled out, as the request suggest.

My last point related to substance is about the term 'conflict of interest'. This is a term that is often taken out of context and is also a term that, when used improperly, can impugn the integrity of an individual at which it is directed. Since AAPSE and NPSEC are both non-profit organizations, it is appropriate to use the term 'conflict of interest' as referenced in the Internal Revenues Service Form 1023, Part V, Item 5, which recommends the adoption of a conflict of interest policy (COI) as part of the application for exemption as a 501(c)(3). The IRS, as part of the application package, provides a template for an acceptable COI. As you and other NPSEC SWAT Team members are aware, NPSEC adopted a conflict of interest policy based on this template at the July 12, 2017 SWAT Team meeting. I have attached it to this letter. Conflict of interest for this purpose involves financial transactions. Since this term related to a non-profit organization is limited in scope, it may be desirable for an organization to also adopt a policy related to board member interactions in their official role acting on behalf of the organization. I have also attached a draft policy that I developed for another organization that I work with to address this issue. I intend to submit a similar policy for SWAT Team review at our next meeting. Related to the request submitted to AAPSE, I would argue that the term 'conflict of interest' was misused.

I'd like to briefly address process before I close with some recommendations. The request was submitted to the Issues and Evaluation Committee. As I read the purpose and charge of this Committee, it has nothing to do with requests like this. This should have been submitted to the Articles of Incorporation and By-laws Committee, or to the Executive Committee.

The request was submitted anonymously. This sets a dangerous precedent for any non-profit organization to even consider anonymous submissions, unless doing so protects an individual from physical or emotional harm, or addresses illegal or illicit activity where the member fears for their safety, and this process and parameters should be set in organizational policy. Discussing relevant issues should be done as part of regular AAPSE business, even if they elicit strong emotions. Strong emotions should not rise to the level of causing emotional harm. This submission does address a number of important issues that AAPSE should consider as part of policy, although they arise from what I believe is

a misinformed member and the specific issues raised have no merit based on the AAPSE Articles of Incorporation and Bylaws.

Finally, I'd like to share my recommendations as an AAPSE member, also informed by my involvement in forming and establishing governance and policy for a number of organizations, including NPSEC. If not already in place, AAPSE should establish a Conflict of Interest Policy, and it should be based on the IRS template. AAPSE should consider a policy related to board member interactions in their official board roles (similar to what I attached). I cannot think of a situation where an AAPSE board member does not have other related interests and responsibilities, and this policy would provide some guidance for board members in their official interactions at meetings with other organizations. Consider establishing, or reviewing any policies to address concerns of members, including how those concerns should be brought before committees or the board, and clearly state that concerns need to be raised in a transparent and public forum, with the limited exceptions I referenced earlier. Carol Black discussed her previous interaction as a board member that led to her resignation as a board member. I do not know the full circumstances behind what happened, but any action such as she described should be based on clear policies, guidelines, and well-defined and clear processes, in line with the AAPSE governing documents, not arbitrary decisions.

I appreciate feeling comfortable to comment on the issue raised by an AAPSE member (assumed). While I feel there is no merit to the issue raised, clearly discussions like this provide an opportunity for AAPSE to review current policies and procedures and, where appropriate, establish new policies or revise existing policy for the benefit of AAPSE and its members. On behalf of NPSEC, I'm excited to work in concert and collaboration with AAPSE to help us achieve our missions.

Respectfully,

A handwritten signature in black ink that reads "Tom Smith". The signature is written in a cursive style with a large initial 'T'.

Tom Smith
AAPSE Member and NPSEC Executive Director



National Pesticide Safety Education Center (NPSEC) Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (National Pesticide Safety Education Center, herein listed as NPSEC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the NPSEC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the NPSEC has a transaction or arrangement,
- b. A compensation arrangement with the NPSEC or with any entity or individual with which the NPSEC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the NPSEC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the NPSEC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the NPSEC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Michigan Wine Collaborative

Guidelines for board members representing the MWC at meetings

Developed 26 July 2017; TS edits 15 August 2017

By Dave Miller

These guidelines are broad by design and are meant to guide board members while representing the MWC in meetings and discussions affecting the wine grape and wine industries that we represent.

Things to consider when representing the MWC:

- Every discussion should support the MWC mission and goals: **To enhance the sustainability and profitability of the Michigan wine industry by supporting wineries, growers and other businesses and individuals connected to the industry – today and for future generations.**
- As a board member, you are representing the MWC and you should make this clear at the beginning of your interactions.
- Since we also have our own individual business interests, it is important, wherever possible, not to inter-mingle your business interests with MWC interests. At times though, it is appropriate to voice an opinion based on your business interests and experiences if it helps the interests of the MWC. When doing so, clearly indicate this distinction by prefacing your comments with a statement that indicates your comments are from your personal business perspective. Examples include:
 - “From my business perspective...”
 - “From my business experience...”
 - “As an employer...”
 - “As a member of MWC...”
 - “Wearing my business hat...”
- It is important for all MWC members, but especially board members, to avoid any direct or perceived conflict of interest in your interactions representing the MWC.
- MWC policy is set and decisions are made by the board of directors. As a representative, you should not commit to policy positions unless previously approved by the board.
- Likewise, any MWC expenditures need to be approved by the board, so you should not commit to sponsorships or other expenditures without first seeking board approval.
- It is appropriate in representing the MWC that you agree to take back policy positions for board discussion or request for expenditures for board approval, but this process should be clearly stated to the other parties.