



AgGateway Policies & Procedures

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1. Introduction

1.1. This Policy and Procedures Document

This document is a supplement to AgGateway's Bylaws. Where a policy or procedure expressed in this document conflicts with a policy or procedure expressed in the AgGateway Bylaws, the AgGateway Bylaws current version shall be regarded as correct.

1.2. About AgGateway

AgGateway is a non-profit membership organization incorporated in the District of Columbia under the NON-PROFIT CORPORATION ACT (D.C. Code, 2001 edition, Title 29, Chapter 3).

1.3. Mission & Vision

1.3.1. Mission

AgGateway's mission is to promote, enable and expand eConnectivity in agriculture.

AgGateway accomplishes its mission when member companies improve their profitability and productivity, solve business problems, and reduce operational barriers and risks. To this end, the corporation focuses on enabling eConnectivity adoption and implementation, providing education and collaboration opportunities, and project coordination in the agriculture industry.

1.3.2. Vision

AgGateway's long-term vision is that AgGateway will be the trusted source for enabling eAgriculture.

AgGateway is envisioned to be a collaborative organization that promotes the use of eBusiness standards and practices for a wide variety of Agriculture Industry and related segments. This vision suggests that the membership endorses collaboration to establish and maintain industry-wide eBusiness standards, makes implementation tools available, supports the creation and maintenance of common unique data identifiers, creates guides or "roadmaps" for companies to follow as they implement eBusiness, and encourages cross-industry and international standard development and usage. The membership also collaborates across agriculture industry segments by promoting the value of eBusiness, providing specific eBusiness educational material, creating educational opportunities, providing project coordination, and providing a source of information for new and emerging technologies and how the technology could be leveraged in agriculture. This collaborative effort among multiple segments is significantly more efficient and cost effective for agriculture than each segment attempting to provide them on their own.

AgGateway also recognizes that individual agriculture industry segments often have differing priorities, business challenges, and eBusiness needs. The organization's structure was designed so that each segment can maintain autonomy and control over their eBusiness priorities and projects. The combination of collaboration for eBusiness activities and autonomy for segment priorities and implementation projects allows every member the opportunity to reap the benefits of eBusiness implementation.

2. Organizational Structure

2.1. Composition

AgGateway's organizational structure is composed of a Strategic Board of Directors (SBOD), an Operational Management Board (OMB), Councils, Committees, and various Task Forces and Working Groups as required. A relational chart can be found in Appendix C.

2.1.1. Strategic Board of Directors

The AgGateway Strategic Board of Directors (also referred to as the AgGateway Board of Directors, Strategic Board, or SBOD) is comprised of nine members selected by a vote of the AgGateway voting members. It is accountable to the full membership and is responsible for the management and affairs of the corporation. The BOD's operations in governing the corporation are defined by statute and by AgGateway's bylaws. No member company may have more than one person serving on the Strategic BOD at any one time. The Chief Executive Officer (CEO) is an ex officio member of the Strategic Board.

In addition to those defined in the bylaws, the BOD has other specific responsibilities; they are:

1. Setting strategic direction for AgGateway.
2. Approving AgGateway's annual budget and providing for audits of the corporation's books.
3. Establishing and approving policies and procedures for the organization,
4. Approving the creation and/or dissolution of Councils (ISC),
5. Establishing guiding principles for Councils and for the conduct of council projects.
6. Providing direction to the Operational Management Board and to the AgGateway Staff
7. Actively participate in AgGateway Conferences and Meetings
8. Communicate Strategic Board actions and activities to the Organizational Management Board
9. Providing a liaison to the Operational Board to facilitate consistent communications between the two AgGateway Boards

2.1.2. Board of Directors Executive Committee

Overview:

Occasionally there is need for sub teams or task forces to review financials, policy changes, procedure modifications, personnel issues, dues, etc. and then make recommendations to the full board for their consideration and acceptance or rejection.

Structure:

The Executive Committee of AgGateway is composed of the Strategic Board Chair, Operational Management Board Chair, President/CEO, Executive Vice President/COO and Treasurer of AgGateway. The responsibility of the Executive Committee is to review proposed financials, budgets, suggested policy changes, personnel, dues, etc. and then make recommendations to the Strategic Board for their consideration and acceptance or rejection.

The Executive Committee shall act as a Nominating Committee for the candidates to the Strategic Board of Directors. In this role, the Executive Committee evaluates the nominees against the criteria established by the Executive Committee, validates their willingness to serve, and prepares a slate of candidates for the election.

2.1.3. Operational Management Board

Overview

The AgGateway Operational Management Board (OMB) is responsible for the ongoing day-to-day management of AgGateway and is accountable to the AgGateway Membership.

Structure

The Operational Management Board voting members will be comprised of one Director from each active Council plus the AgGateway EVP/COO. Other corporate officers may participate in OMB meetings with voice but not vote.. Each OMB Director should have the appropriate skills, experience and capability to provide support for AgGateway. OMB representatives must be an employee or official representative of a voting member company Operational Management Board Directors will be appointed to the OMB for a two-year term; with terms staggered to provide some consistency in the management. No member company may have more than one person serving on the OMB concurrently.

Responsibilities

OMB responsibilities include, but are not limited to the following:

- Setting annual goals and objectives for AgGateway and ensure alignment with the AgGateway strategic plan.

- Entering into contracts and monitoring performance against them through the AgGateway Executive Staff
- Maintaining and/or recommending changes to this document (AgGateway's Policies and Procedures)
- Recommending creation (via Council Charter) and/or dissolution of Councils
- Promoting AgGateway Membership and participation in Council Projects
- Reviewing Council Project charters for compliance with guiding principles and monitoring project status
- Providing oversight to AgGateway Committees and their operations
- Appointing committee chairpersons and assisting with recruiting committee members
- Acting as Council Liaisons for the Councils
- Officially representing AgGateway
- Overseeing the organization's operational finances and recommending annual budgets to the Board of Directors
- Maintaining regular communications with the membershipAppointing a Strategic Board representative/liaison whom may attend Strategic Board meetings as a non-voting participant.

Authority

The OMB is authorized to execute all financial matters that are approved in the budgeting process or as authorized by the Strategic Board of Directors. The OMB is the first level of escalation on any issues that the operating committees or councils are unable to decide; the Strategic Board of Directors will be the final level of escalation if the issue is unable to be resolved by the OMB.

2.1.4. Councils

Councils provide the organizational structure that allows members conducting business with common business focus to prioritize and implement solution to common challenges. Each Council operates according to its Council Charter and its Governance Document (if extant) and maintains autonomy and control over its voting membership, priorities, and projects. Members declare which Council they will participate in upon joining AgGateway. A change in Council participation must be reported to the Member Services.

Each Council may maintain its own governing committee. The primary purpose of the Council governing committee is three-fold:

1. to establish the Council's eBusiness priorities, including the manner in which priorities
2. to conduct and fund projects and eBusiness initiatives for the council,
3. to ensure representation on AgGateway committees.

The Council Chair and Vice-Chair of a specific Council also serve as chair and vice-chair of the Council governing committee. The number of members on any Council governing committee is determined by each Council (see guiding principles.)

2.1.5. Committees

AgGateway shall have such committees as are needed to fulfill its mission. Committees are staffed and led by volunteers from the councils. Committees may be formed (via Committee Charter), consolidated or de-commissioned at the discretion of the Strategic Board.

Committee chairpersons or vice-chairpersons are appointed by the OMB. Each Council must have at least one representative on each committee.

2.1.6. Task Teams

The Strategic Board, OMB, Committees, and Councils or Council governing committees may, from time to time and at their discretion establish a task team (Task Force, Working Group, etc.) to accomplish a specifically defined task with a specific completion date. At the completion date or upon completion of the task, whichever comes first, the task team is disbanded. Task Teams must operate under a charter that is filed with the OMB and posted on the website.

2.1.7. Organizational Structure Changes

In the future, there may be a need to make changes in the structure to allow the organization to function more effectively. These types of changes cannot be foreseen and are to be handled by the AgGateway Strategic Board of Directors as they arise. When changes are made to the organizations structure, they should conform to the following three principles.

- The structure must provide adequate support for AgGateway's purpose and deliverables.
- The structure must support collaboration among a wide variety of companies in a variety of industry segments.
- The structure must be efficient and economical to operate.

3. Membership

3.1. Membership Eligibility

Legally established organizations and individuals not employed by or representing companies eligible for membership may apply for AgGateway membership. Organizations not legally established are not permitted to join. Although individuals employed by institutions of higher learning are eligible to apply, institutions of higher learning may not apply for membership.

Applications are submitted to Member Services for approval and acceptance into membership by either the President/CEO or Executive Vice President/COO. Upon approval an invoice is sent to the applicant for payment of dues (except Associate Members and certain non-voting members). When payment is received, that member is classified as a “member in good standing”. Associate Members may join via a Memo of Understanding, Letter of Intent, or similar agreement, when a membership application is not viable or practical; Associate Members and certain non-voting member applicants will receive a notification of membership acceptance by Member Services at which time they will be considered a member in good standing.”

3.2. Membership Dues

3.2.1. Dues Structure

The membership dues structure will be approved annually by the Strategic Board in conjunction with budget approval for the upcoming fiscal year. The OMB is responsible to submit the annual dues to the Board of Directors for approval.

3.2.2. Dues Billing

The AgGateway fiscal year begins on January 1st. Dues will be billed out in late November or December and are due by the first business day in January of the following year. New members are billed at the time they join for all or part of the year in which they join and are billed with all other members in subsequent years.

3.2.3 Member Mergers or Acquisitions

If any AgGateway member(s) are acquired or merges with another member company or companies, the surviving organization will pay the equivalent of all organizations’ membership dues and fees (such as AGIIS subscriptions, etc.) for the calendar year following the completion of the merger or acquisition.

3.3. Membership Classifications

Three classifications of membership are defined in the bylaws: voting, non-voting and associate. The classifications are defined as follows:

- “Associate Member” means a not-for-profit organization or government agency that is a member in good standing of the corporation “Non-voting Member” describes a class of members in the corporation who are eligible to participate in Councils, Committees, Projects, or other work of the corporation (AgGateway) but who do not have voice or vote in matters of corporate business.
- “Voting Member” means a business entity that is a member in good standing of the corporation and that actively participates in agricultural or agricultural related business activities.

3.4. Membership Termination

3.4.1. Termination by Member Action

In the event that a member decides not to retain membership in AgGateway, the member's company name will be removed from the membership roster upon receipt of written notice from the member company. There will be no refund of dues for companies that terminate membership.

3.4.2. Termination by Board Action

In the event that a member is regarded as participating in activities contrary to the best interests of AgGateway, the following procedure will be followed:

1. The allegation will be submitted in writing to the OMB by the accuser.
1. The accuser may be any AgGateway member's primary contact.
2. The OMB will investigate to confirm if the allegation has merit.
3. If the allegation has merit, a vote will be taken by the OMB to confirm continuation of the termination process.
4. The OMB will inform the Strategic Board of the planned termination.
5. The OMB Chairperson will give written notice of the potential termination to the member proposed for membership termination.
6. The member may respond to the notice prior to the next OMB meeting.
7. The OMB will vote on whether or not to terminate the member. If two-thirds of the directors approve termination, the member's membership is terminated.
8. There will be no refund of dues for companies whose membership is terminated.

3.4.3. Termination by Staff Action

In the event that a member fails to pay their membership dues in a timely manner, and attempts to resolve are unfruitful, the following procedure will be followed:

1. Staff will contact the primary member contact via phone, and email to ensure there isn't any issue with the invoice.
2. If attempts to contact go unanswered for more than 3 months (with at least one attempt per month), the CEO will notify the primary person of their final opportunity to resolve or their membership will be terminated within 30 days and all privileges revoked.

3.5. Member Representation

Each member company will designate one of their employees or other authorized representative as their company's "primary contact" and another as "secondary contact". The primary contact is the person authorized to cast their company's vote on AgGateway ballot issues and in Council elections. The primary contact is responsible to:

1. Communicate AgGateway information to their company
2. Receive, and act on when necessary, all official notices, including but not limited to annual meeting notices, nomination forms, etc.

3. Respond to all notifications on additions or modifications to the standards, guidelines, tools, and services.
4. Insure payment of membership dues and other invoices as may be sent to the member from AgGateway.

The secondary contact may act on behalf of the member company if the primary contact is not available or so designates to the Corporate Secretary as authorized to act on his/her behalf by the primary contact.

4. Council Guiding Principles

Councils are intended to operate relatively independently as special committees within the framework of AgGateway's bylaws, policies and procedures and these "Council Guiding Principles". Any deviation from these guidelines requires approval of the AgGateway Strategic BOD.

1. All Councils will be made up of AgGateway members.
2. Councils must abide by AgGateway's Antitrust Guidelines in all its activities.
3. Pursuant to AgGateway bylaws and this policy & procedure document, each Council selects its own leadership, and establishes its own criteria for funding of the projects and project related activities.
4. Councils will appoint an AgGateway OMB Director as an ex-officio member of the Council governing committee.
5. All Council projects must submit a project charter to the AgGateway OMB prior to obtaining Council Governing Committee approval. The standard charter format provided by AgGateway must be used for this purpose. (See Appendix B) The OMB must certify that the project submitted adheres to these guiding principles, AgGateway policies, and bylaws before the project can be submitted to the Council Governing committee for approval. The process of initiating projects can be found in Appendix B.
6. All Council projects must be approved by the Council's's Governing Committee whose approval will not be unduly withheld. The Council's Governing Committee will also appoint each Council project's initial Governing Body. (See Appendix D for guidelines.)
7. After Council approval but prior to project launch, the Council must submit a project charter to the OMB for information and further distribution.
8. All Councils will adopt and use only Ag eStandards for implementation projects. If a suitable Ag eStandard is not available projects may use another standard approved by the Standards & Guidelines Committee and OMB or petition the Standards & Guidelines Committee to develop the required standard.
9. All Councils will use AgGateway's AGIIS database as the source of unique identifiers if the required identifier exists in the AGIIS database. If a suitable AgGateway standard identifier type is not available projects may use another suitable standard source/identifier type approved by the Directory Oversight Committee (DOC) and OMB or the Council may petition the DOC to develop the required identifier (See 7.1)

10. Council projects will be self-funded from the Council members participating. Councils have no access to AgGateway resources to fund projects.
11. Contracts required by a Council (contracts for services, project commitments or any other agreement that commits to funding by the council) must first be approved by the Council Governing Committee and then by the AgGateway OMB whose approval will not be unduly withheld.
12. For projects conducted within the framework of AgGateway by a Council, the Council will compensate AgGateway for any administrative, project management, financial and legal assistance and support. The support to be supplied and amount will be determined and agreed upon prior to start of the project and may be subject to changes as approved by both the Council Governing committee and the OMB.
13. Councils are responsible for their respective projects but are required to report to the OMB and the Strategic Board if it intends to abandon a project that is underway, expand it beyond its agreed scope, timeline, or budget at the time it was initiated, or makes changes that in some other way impact the activities of AgGateway (such as an impact on the AGIIS directory or other tools.)
14. All intellectual property generated through the projects will exclusively be retained by AgGateway.
15. Minutes must be taken for all project meetings and must be filed with AgGateway.

5. Organizational Operations

5.1. Conducting Meetings

5.1.1. Agenda

Meeting leaders will ensure that agendas are delivered to their committee or team members at least 24 hours, and preferably, one week prior to meetings. Each agenda will contain the following information:

1. Date & Time (with time zone)
2. Projected Duration
3. Communication information (e.g., location, conference call phone number, online collaboration tool URL)
4. Topics
 - a. Topic leader
 - b. Topic name
 - c. Desired outcome (outlines what is planned to be accomplished by having the topic on the agenda.)
5. Action-items carried over from previous meetings.

5.1.2. Conformance to Antitrust & Fair Trade Guidelines

Team leaders will confirm that each meeting participant acknowledges that they have

read and understand AgGateway's *Antitrust Guidelines* (see Appendix A) and are willing and able to abide by those guidelines

5.1.3. Meeting Notes

Teams will select a meeting note-taker. The note-taker will take meeting notes and distribute them to the team and the AgGateway Corporate Secretary following the team meeting. Distribution can be accomplished by notification of meeting minute availability and location.

6. AgGateway eStandards

6.1. Position on AgGateway eStandards

It is anticipated that Agriculture industry segments that have previously developed other transaction standards may join AgGateway. In these cases, every effort will be made to integrate these standards into the AgGateway eStandards.

Any standards developed or maintained by AgGateway will be 'open' and freely available.

6.2. Alignment with OAGi

AgGateway is a member of the Open Applications Group (OAGi). It is the intent of AgGateway to align with OAGi for the use, development and maintenance of the AgGateway eStandards (Chem eStandards.) AgGateway has a memorandum of understanding with OAGi to help keep AgGateway eStandards in sync with OAGi's Chem eStandards message syntax and semantics specifications (i.e., W3C XML schemas). Any new W3C XML schemas or WS-I Web Services required for the agricultural industry will be developed in coordination with OAGi for publication as part of Chem eStandards and with OAGi for Web Services. Any updates to existing W3C XML schemas will be done through the OAGi Chem eStandards maintenance process for incorporation and publication in Chem eStandards.

7. Ag Industry Identification System (AGIIS)

7.1. Position on the use of AGIIS

AgGateway endorses the use of unique standard identifiers for use in eBusiness transactions. AgGateway also endorses the use of AGIIS (the Ag Industry Identification System, AgGateway's unique identifier database) for all AgGateway implementation projects that require unique identifiers for entities, locations, products, and other standard data elements provided by the AGIIS database. Should additional unique identifiers be required AgGateway will attempt to add the data elements to AGIIS.

7.2. AGIIS Policies and Procedures

AGIIS policies and procedures are governed by *Ag Industry Identification System (AGIIS) Policy & Guidelines* and *Ag Industry Identification System (AGIIS) Operational Procedures Guide*. These publications are available to AGIIS subscribers on the AgGateway and AGIIS websites.

8. Staffing

AgGateway currently has no paid employees. When staff is hired policies and procedures will be developed and published in a *Personnel Policies and Procedures* manual.

9. Changes to Policies and Procedures

Changes made to this Policies and Procedures document may be made by majority vote of the AgGateway Operational Management Board. Requests for changes should be submitted to the AgGateway OMB which will, in a timely fashion, address the request or submit it to the Strategic Board for action with a recommendation.

Feedback on This Document

Submit any comments you would like to offer regarding the content of this document in writing (email preferred) to any AgGateway Operational Management Board member or corporate officer.

Appendix A: AgGateway Antitrust Guidelines

While some activities among competitors are both legal and beneficial to the industry, group activities of competitors are inherently suspect under the antitrust laws. Agreements or combinations between or among competitors need not be formal to raise questions under antitrust laws, but may include any kind of understanding, formal or informal, secretive or public, under which each of the participants can reasonably expect that another will follow a particular course of action.

Each of you is responsible to see that topics, which may give an appearance of an agreement that would violate the antitrust laws, are not discussed at your meetings. It is the responsibility of each participant in the first instance to avoid raising improper subjects for discussion. This reminder has been prepared to assure that participants in meetings are aware of this obligation. A copy of the Antitrust Guidelines must be provided at every meeting to its participants. If meeting is via telephone, an electronic form must be sent to its participants prior to the conference call.

The "Do's" and "Don'ts" presented below highlight only the most basic antitrust principles. Each participant in a meeting should be thoroughly familiar with his/her responsibilities under the antitrust laws and should consult counsel in all cases involving specific situations, interpretations, or advice.

DON'T...

1. DO NOT, in fact or appearance, discuss or exchange information regarding:
 - (a) Individual company prices, price changes, price differentials, mark-ups, discounts, allowance, credit terms, etc., or data that bear on price (e.g., costs, production, capacity, inventories, sales).
 - (b) Industry pricing policies, price levels, price changes, differentials, etc.
 - (c) Industry production, capacity or inventories.
 - (d) Bids on contracts for particular products; procedures for responding to bid invitations.
 - (e) Plans of individual companies concerning the design, production, distribution, promotion, or marketing of particular products, including proposed territories or customers.
 - (f) Matters relating to actual potential individual customers or suppliers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.
2. DO NOT discuss or exchange information regarding the above matters during social gatherings incidental to meetings, even in jest.

DO...

1. DO adhere to prepared agendas for all meetings and object when meeting minutes do not accurately reflect the matters that transpired.
2. DO understand the purposes and authority of the group.
3. DO consult with your company counsel on all antitrust questions relating to the activities, discussions or meetings of the group.
4. DO protest against any discussions, meetings or activities that appear to violate the antitrust laws; disassociate yourself from any such discussions or activities and leave any meeting in which they continue.

Appendix B: Project Charter Template (Project Name)

Prepared by:	
Creation date:	
Last Revision date:	
Anticipated start date:	
Anticipated completion date:	

Project Description

Overview

Background

Project Team & Team Leadership

Team Member	Role

Project Manager

Project Sponsor

Mission

The purpose of this project

Goals & Objectives

The goals and objectives identify the important results and deliverables that are expected from the successful completion of the project.

Project Scope

Project Budget Estimate & Funding Process

Project Workplan and Schedule

A summary of potential implementation milestones.

Milestone	Date

Assumptions, Constraints, and Risks

Project Management and Administration

Describes how the project will be administered

1. Project Communication Overview

Project communications are intended to provide comprehensive information about project plans, status, activities, and results.

2. Communications Schedule

The following communications will be maintained and distributed on a regular schedule:

Communication	Distribution	Schedule
---------------	--------------	----------

3. Project Workplan

The Project Manager will maintain a Project Workplan. It will be maintained using _____, and will be made available to all appropriate individuals involved with the project. The Project Workplan includes all tasks, activities, milestones, and deliverables, including assignments, start and end dates, estimated duration, dependencies, and current status (percent complete). The Project Manager will develop, review, monitor, and adjust the Project Workplan as a regular responsibility throughout the project.

4. Issues Management

The Project Manager will maintain an "issues and actions" log for the project. It will be accessible to all appropriate project personnel for purposes of information, identifying new issues, and adding comments to issues. Anyone involved with the project can raise an issue, but the Project Manager has a regular responsibility to review issues, assign or elevate issues, and resolve issues.

5. Issues Management Processes

- Add new issue:
- Revise existing issue:
- Assignment:
- Escalation:
- Resolution:

Approvals:

Industry Segment Council: _____

Date Approved by ISC Governing Committee: _____

ISC Governing Committee Chairperson

_____ (print name)

_____ (signature)

_____ (date)

Appendix C: AgGateway Relational Chart



Appendix D: AgGateway Guidelines for Project Governing Body Membership

Intent

This document outlines the parameters established by AgGateway to guide Councils and Project Governing Bodies (Board) in their selection of project governing bodies and governing body members. The parameters defined in this document are guidelines, not policies. They are intended to assist the Councils in appointing Governing Body members and companies in selecting their representatives to serve on the Governing Bodies. Unless otherwise stated in the project charter, it will be assumed that these guidelines are being observed by the project.

1) Number of members

In order to pass any resolution, a quorum of Governing Body members must approve. A quorum is defined as one more than one-half of the current Governing Body members. The maximum number of voting Governing Body members should be limited to maintain a manageable size for conducting meetings, and to keep the quorum number low enough to maximize the ability of the Governing Body to function. The initial size of the Governing Body is determined by the initial project participants. The maximum number of Governing Body members authorized may be changed by a vote of the Governing Body at any time.

2) Who is eligible?

The project charter should establish the eligibility requirements. Any company that meets the requirements to participate and commits to join in a specific project may nominate a single candidate from their organization for a seat on the Governing Body by sending a request to the Council Chairperson, if the initial Governing Body has not been established, or to the Governing Body Chairperson.

If the project's initial Governing Body has not yet been appointed, the nominee will be considered for appointment or election to the initial Governing Body. If the project's Governing Body has already been formed the Governing Body Chairperson will submit the nominee to the full project governing board for consideration at the earliest opportunity.

The best-case candidate for a Governing Body position is one who is capable of authoritatively stating a position on behalf of their (member's) organization. Ideally the candidate should have authority to commit their organization to a position, but at a minimum, the candidate should have direct access to upper-level management within their organization to expedite decision making.

3) Replacement of retiring members

A Governing Body member's term is for the life of the project. If a Governing Body member must relinquish their position, that person may nominate a replacement candidate from either their own, or another, organization. At the time they announce

their retirement, a Governing Body member wishing to nominate a replacement candidate should submit their candidate's name to the Governing Body's chairperson. The Chairperson will submit the nominee to the full Governing Body for consideration at the earliest opportunity. If the retiring Board member does not nominate a replacement, nominations for a replacement may be made by the remaining Governing Body members.

4) Attendance & Alternates

Every effort will be made to schedule Governing Body meetings at a time that is convenient to the members' schedules. If a Governing Body member is unable to attend a meeting they may appoint a stand-in, for that meeting only, by notifying the Governing Body Chairperson in advance of the meeting. The absent Governing Body member's vote may be cast in proxy by a qualified stand-in. A stand-in should be thoroughly familiar with the project and the AgGateway, organization. Qualifications of the stand-in can be called into question by the Governing Body Chairperson.

If a Governing Body member is absent for three consecutive meetings of the Governing Body, including meeting where a stand-in is representing them, that member will relinquish their position on the Governing Body. The Governing Body may override this guideline by majority vote.

5) Balance of organization types

The Governing Body should be composed predominantly of members representing project participants, but is also open to non-participants, AgGateway non-voting and associate members, and others as determined by the Governing Body. The Governing Body should attempt to maintain a balance of its membership, ensuring representation of each level of the supply chain or industry channel that is actively involved in the project.

6) Operational experience balance

The Governing Body should strive to maintain a membership that represents both Business and IT experience. This will be accomplished by charging the standing Governing Body to consider this balance as nominations are made and voicing any concerns along these lines as discussion is held prior to a vote, or by making an alternative nomination to maintain this balance.

Appendix E: AgGateway Standards & Guidelines Policies

1. Overview

The AgGateway Standards & Guidelines Committee (SGC) oversees AgGateway's standards & guidelines development and maintenance. All AgGateway standards & guidelines publications must be approved by the Standards & Guidelines Committee prior to publication.

2. Structure

The SGC is one of the five standing committees specified in *AgGateway Policies & Procedures*. In accordance with it, the SGC is comprised of at least one representative from each Council and will be led by a chairman and vice-chairman appointed by the Operational Management Board.

Any AgGateway member-company representative may participate in SGC.

3. Standards Development Process

The standards & guidelines development process is specified in the diagram below.

Maintenance-related activities are initiated by a comment offered on current publications. Comments are logged and queued for processing, which generally occurs at regularly scheduled meetings. While anyone is permitted to submit a comment at any time, only member-submitted comments require consideration in cases where the comment addresses a new business requirement. (To elaborate, if a non-member submits a comment that brings an error to AgGateway's attention, the error will be corrected. If a non-member submits a comment requesting a change to a standard or a guideline to meet a new business requirement, the non-member may be informed that they need to join AgGateway in order for their request to receive further consideration.

SGC decisions are reached by consensus. Cases where consensus cannot be reached will be referred to the Operational Management Board.

4. Standards Contribution Process

Given AgGateway's eagerness to welcome industry sectors to form councils within AgGateway, it is feasible that a new sector's members may contribute standards that they regard as mature with the objective of incorporating such standards into Ag eStandards. Such cases will be referred to the Operational Management Board. The Operational Management Board will establish the incorporation process, which will begin by considering intellectual property rights transfer.

The standards maintenance process is defined and maintained by the Standards & Guidelines Committee in separate documentation.

Appendix F: AgGateway Credit Card Policy and Procedures

All paper and electronic media that contain cardholder data must be physically secure and must be clearly labeled as confidential. Paper copies must be maintained in a locked file cabinet or drawer when not in use and destroyed by shredding when no longer needed. Electronic media must be password protected and encrypted. Within AgGateway, all encrypted, password protected electronic documents are classified as confidential. Strict control must be maintained over the internal or external distribution of any kind of media (paper or electronic) that contains cardholder data. Only authorized persons are to have access to the data whether electronic or paper. All authorized persons must comply with the policies contained in this document.

Media containing cardholder data can be sent only by secured courier, secure electronic processes that produce an audit trail or other delivery method that can be accurately tracked.

Executive management approval is required prior to moving any and all paper records or other media containing cardholder data when media is distributed to individuals. Only designated authorized personnel may have accessibility to paper records or other media that contain cardholder data.

Media containing cardholder data must be destroyed when it is no longer needed for business or legal reasons. Electronic media must be destroyed using electronic “shredding” software. Paper media and hardcopy materials must be cross-cut shredded, incinerated, or pulped.

AgGateway service providers that handle cardholder data must adhere to the PCI DSS requirements. Service providers’ service agreement must include an acknowledgement that the service provider is responsible for the security of cardholder data the provider possesses.

Appendix G: AgGateway Code of Conduct and Ethical Behavior

- All participants involved in the creation and operation of AgGateway initiatives, including its Councils, Committees, Advisory Panels, Working Groups, Task Forces, or other groups (“*Initiative*”) shall adhere to the following Code of Conduct.
- AgGateway operates with transparency and in open door policy manner. We encourage staff and members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, a director, principal officer, staff or member of a committee with governing board delegated powers is in the best position to address an area of concern. Procedures in accordance with the Whistleblower Policy will be followed for notification and management of the concern.
- Reviewed annually.

Antitrust Compliance

- All participants in AgGateway initiatives, meetings and activities must abide at all times by the AgGateway Antitrust Guidelines.
- Meetings shall be governed by an agenda prepared in advance, and memorialized by minutes prepared promptly after the meeting.
- The recommendations of groups are only recommendations - individual member companies remain free to make independent decisions regarding those recommendations.
- If any participant believes the group is drifting toward impermissible discussion, the topic shall be tabled until the opinion of counsel can be obtained.
- For the full Antitrust policy see http://s3.amazonaws.com/aggateway_public/AgGatewayWeb/WorkingGroups/AdministrativeDocuments/AntiTrustGuidelines.pdf

Meeting Conduct

- All meeting will be conducted according to AgGateway policies.

- All participants will approach discussions with positive intent, bearing in mind all participants are involved to move the work forward to the benefit of all segments and in the spirit of building collaboration.
- All participants will be afforded the opportunity to have their opinions heard and will be treated with respect and courtesy, honoring their uniqueness and value. There will be no tolerance for discrimination in any form.
- To foster and maintain openness and transparency, participants are expected to voice their support or concerns within the agreed upon forum (meetings, teleconferences, etc.). Discussions or comments intended to influence outcomes outside of the agreed upon open forum are discouraged.
- Group decisions once published with appropriate approvals are final unless overturned by means of the documented AgGateway appeal process.
- All teleconferences will be led by chairpersons, vice chairpersons, staff members or other designated meeting facilitators. AgGateway experts will assist as needed. Agendas should be posted to the appropriate AgGateway website page at least 24 hours in advance of the meeting.
- Participants agree to devote a reasonable amount of time to preparation and participation in agreed activities including providing deliverables and draft documents in a timely manner. If an individual cannot participate, he or she will notify the appropriate meeting facilitator (e.g. co-chairs) in advance so meeting participants can be confirmed and activity started.
- Meetings and calls will be limited to 90 minutes unless participants agree to extend the scheduled time. Presentations and positions, during meetings, should be stated concisely.
- Voting will be conducted in accordance with AgGateway's published policies.

Inappropriate Behavior During Meetings or Other AgGateway Activities

- Presentations and remarks may NOT promote nor attempt to promote or sell a particular company, proprietary product, or product type, either implicitly or explicitly.
- Members will not harass other participants that may be potential customers or trading partners during breaks, social gatherings, or any AgGateway Initiative meetings or calls. AgGateway Initiatives are intended to foster collaboration to

promote, enable and expand the use of eBusiness in Agriculture. Meetings are, in no way, to be construed or used as a platform for making sales calls.

- No AgGateway Initiative documents should be disseminated to those who are not members of that group prior to AgGateway's release to the entire AgGateway membership.

Code Compliance

- AgGateway takes this Code of Conduct seriously. All members are responsible for compliance with all aspects of this Code of Conduct. Any member who becomes aware of a possible violation of this Code of Conduct should promptly disclose the situation to any of AgGateway's directors, principal officer, staff, or member of a committee with governing board delegated powers for discussion and review.

Appendix H: AgGateway Compensation Policy

The bylaws of AgGateway establish an Executive Committee which will act as the compensation committee that has general oversight of the organization's human resource plan. Specific duties include yearly evaluation of the chief executive and staff of AgGateway.

The Executive Committee's industry and business experience are utilized to assess reasonable compensation in a effort to fairly compensate the chief executive and staff of AgGateway. A competent salary survey may be used to benchmark compensation for the position utilizing industry-specific reports and other studies.

The committee meets independent of the chief executive to discuss performance relative to the position description and overall success of AgGateway's goals. During these deliberations, the committee also considers input obtained from other board members, staff and professional advisors such as auditors or compensation specialists.

Once a consensus is reached regarding performance, a similar discussion is held concerning compensation relative to annual bonus and cost of living adjustments.

The committee presents its findings and recommendations, in an executive session without the chief executive present, to the full board for review and approval. The chief executive then discusses compensation, bonus and cost of living adjustments directly with the staff.

Appendix I: AgGateway Corporation Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect the AgGateway Corporation's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, staff 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 Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 Organization 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 Organization'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.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer, staff and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is non-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with non-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

AgGateway Corporation

Conflict of Interest Policy

Affirmation of Compliance and Disclosure Statement

I have received and carefully read the Conflict of Interest Policy for board members, staff, and member of a committee with governing board delegated powers and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that **AgGateway Corporation** is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and any attachments, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of **AgGateway Corporation**, nor does any relative or business associate of mine have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the President of the board of Directors of **AgGateway Corporation** or to the Executive Director, as applicable.

I further certify that the information set forth in the Disclosure Statement and any attachments is true and correct to the best of my knowledge, information, and belief.

Name (Please print)

Signature

Date

Appendix J: AgGateway Record Retention and Destruction Policy

General Policy

Documents that are not necessary for legal and/or business purposes should be destroyed in order to reduce the high cost of storing, indexing and handling the vast amount of electronic and hardcopy documents which would otherwise accumulate. Documents provided with a specific retention period, as set out in the Organization's standard record retention schedule (which follows), should be destroyed at the conclusion of the retention period.

Section 1 Suspension of Policy in Connection with Litigation and Discovery

Documents and records that are beyond the policy retention period or that are without a normal archive requirement must, *nonetheless*, be retained under certain circumstances, including, but not limited to: (a) where the information has been subpoenaed in a civil or criminal case, or is the subject of an information request letter from a government agency, (b) where the information relates to civil or criminal litigation against the Organization that is either pending, imminent or contemplated, or (c) where destruction of the information would impede, obstruct or influence the administration of any matter within the jurisdiction of the federal government, where such matter is pending, imminent or contemplated.

It is the policy of the Organization to suspend all regularly scheduled document destruction when litigation against the Organization is pending, imminent or contemplated. When document destruction is suspended for any reason, the Audit Committee will notify the appropriate personnel about the relevant categories of documents to be retained until further notice. Once the relevant documents have been identified and segregated from destruction/deletion, the operation of the policy regarding remaining Organization documents, including regularly scheduled destruction, shall recommence.

Section 2 E-mail Storage Policy

To properly manage the record retention policy as applied to electronic communications (e-mail), Organization staff should manage their e-mail communications by establishing general, server folders into which specific e-mails should be filed.

Folders are appropriate based on individual circumstances. Like other forms of records and documents, e-mail records should be retained and destroyed based on the Organization's standard record retention schedule. Except when the suspension provisions apply, general e-mail communications that do not fall within a listed category on the record retention schedule will be destroyed after 1 year except where information technology limits deletion, such as MS7 email which is retained indefinitely.

Section 3 Record Retention Schedule

Accounting Records	
Auditors' report and annual financial statements	Permanently
Bank statements & deposit slips	7 years
Cancelled checks:	
Fixed assets	Permanently
General	7 years
Payroll	7 years
Taxes (payroll related)	7 years
Taxes (income)	Permanently
Cash disbursements journal	Permanently
Cash receipts journal	Permanently
Chart of accounts	Permanently
Deeds, mortgages, bills of sale	Permanently
Electronic payment records	7 years
Employee expense reports	7 years
Freight bills and bills of lading	7 years
Fixed asset records (invoice, cancelled check, depreciation record)	Permanently
General journal	Permanently
General ledger	Permanently
Invoices	7 years
Purchases	7 years
Patent/Trademark and related papers	Permanently
Payroll journal	Permanently
Timesheets	7 years
Training manuals	Permanently
Trial balance – year end	Permanently
Corporate Documents	
Articles of Incorporation	Permanently
Contracts & leases (still in effect)	Permanently
Contracts & leases (expired)	7 years
Legal correspondence	Permanently
Minutes	Permanently
Stock certificates & ledgers	Permanently
Section 4 Insurance Records	
Accident reports & settled claims	Permanently
Fire inspection & safety reports	7 years
Insurance policies	6 years after exp.
Section 5 Tax Records	
Tax returns, cancelled checks for tax payments & IRS agent reports	Permanently

Payroll tax returns 4 years

Section 6 Personnel Records

Employment applications (from date of termination) 2 years

Employment eligibility verification (I-9 form) (from date of term.) 3 years

Personnel files (from date of termination) 4 years

First aid records of job injuries causing loss of work 5 years

Job opening notices 2 years

Independent Contractors (from date of termination) 3 years

Appendix K: AgGateway Whistleblower Policy

The Organization

The AgGateway Corporation's, The Organization's, Code of Conduct requires directors, principal officers, staff or member of a committee with governing board delegated powers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, principal officers, staff or member of a committee with governing board delegated powers to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No directors, principal officers, staff or member of a committee with governing board delegated powers who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse consequence. A staff or member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or membership. This Whistleblower Policy is intended to encourage and enable staff, AgGateway members and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization.

Reporting Violations

The Code addresses the Organization's open door policy and suggests that staff and members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, a director, principal officer, staff or member of a committee with governing board delegated powers is in the best position to address an area of concern. Directors, principal officers, staff or member of a committee with governing board delegated powers are required to report suspected violations of the Code of Conduct to the Organization's Board Chairman who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization's open door policy, individuals should contact the Organization's Board Chairman directly.

Compliance Officer / Board Chairman

The Organization's Board Chairman is the Compliance Officer and is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his discretion, shall advise the Executive Committee.

Accounting and Auditing Matters

The Executive Committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

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

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.

The organization's compliance officer is the Board of Director's Chairman.