



AgGateway Policies & Procedures

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Approved July 15, 2020

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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 State of Delaware in the United States of America.

AgGateway provides a trusted forum where member companies can develop digital resources and collaborate globally so they can realize the benefits of digital agriculture – that is, the ability to maximize the power of information to enhance productivity, profitability, traceability and sustainability.

AgGateway teams establish and maintain industry-wide standards and implementation tools, including a database of common unique data identifiers widely used in the industry. AgGateway encourages cross-industry and international standard development and usage.

1.3. Vision & Mission

1.3.1. Vision

AgGateway's vision: AgGateway is the trusted leader in facilitating digital agriculture, enabling our members to create value through digital connectivity and seamless exchange of information.

1.3.2. Mission

AgGateway's mission is to promote and enable the industry's transition to digital agriculture and expand the use of information to maximize efficiency and productivity.

2. Organizational Structure

2.1. Composition

AgGateway's organizational structure is composed of a Board of Directors (BOD), Regional Steering Committees (RSC), a Digital Resource Center (DRC), a Portfolio Management Center (PMC), Regions, Committees, and Working Groups as required. A graphic representation of the organization can be found in Appendix B.

2.1.1. Board of Directors

The AgGateway Board of Directors (Board) is comprised of members representing the AgGateway Regions and includes the past BOD Chair, the Corporate Treasurer, and the Chief Executive Officer (CEO). The Corporate Treasurer (a member-held role) is a voting member of the BOD and the Chief Executive Officer (CEO) is an ex officio, voting member of the Board. The Board is accountable to the full membership and is responsible for the management and affairs of the corporation. The Board's operations in governing the corporation are defined by statute and by AgGateway's Bylaws.

In addition to those defined in the bylaws, the BOD has other specific responsibilities which 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. Providing direction to AgGateway staff
5. Actively participating in AgGateway conferences, meetings, and activities.

The members of the Board are selected by a vote of the AgGateway voting members, with each AgGateway region voting for their representatives to the Board. No member company may have more than one person serving on the Board at any one time.

More specifically, each AgGateway region can elect two BOD members to represent the region on the Board of Directors. One board member from each region should represent a company that operates in multiple regions.

A region's BOD representatives may vote on matters before the board, if the region has annual membership revenue* exceeding 25,000 USD (or equivalent) within a given year. In addition, each region may elect one (1) additional BOD representative for each 250,000 million USD (or equivalent) in annual membership revenue*. All BOD member nominees/selectees must be employed by a Voting Member organization in good standing.

**Annual membership revenue is defined here as revenue from member organizations who operate solely within the region referenced. Membership revenue from organizations that operate in multiple AgGateway regions is attributed to the overall (global) AgGateway organization.*

Each voting director is elected for a term of two (2) years and directors will serve on a staggered term schedule such that in any given year only half the region's representatives' terms would expire. Directors may stand for additional two (2) full terms. After completing three (3) full terms, a Director may stand for additional terms after completing a one (1) year of absence from the Board. Terms are effective January 1 of the year following the BOD elections.

BOD nomination and election procedures are addressed in the Bylaws of AgGateway Corporation as is the process to vacancies on and removals from the AgGateway Board of Directors.

2.1.2. Board of Directors Executive Committee

Overview:

Occasionally there is need for a subgroup of the BOD 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. The AgGateway Executive Committee is a standing committee which reports to the AgGateway Board for that purpose as well as to serve as a Nominating Committee for AgGateway BOD member elections. A subset of the Executive Committee serves as a Compensation Committee.

Structure:

The AgGateway Executive Committee is a standing committee which reports to the Board and which is composed of the Past Board Chair, Board Chair, Board Vice Chair, the President/CEO, Executive Vice President/COO, and the Corporate Treasurer. The responsibility of the Executive

Committee is to review proposed financials, budgets, suggested policy changes, personnel, dues, etc., and then make recommendations to the Board for their consideration and acceptance or rejection.

The Executive Committee acts as a Nominating Committee for the candidates to the 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.

The subcommittee of the Executive Committee that serves in the role of Compensation Committee to review staff contracts and determine increases is composed of the Past Board Chair, Board Chair, Board Vice Chair, and the Corporate Treasurer (also reference Appendix F: AgGateway Compensation Committee). This subcommittee is also responsible for the hiring of the President/Chief Executive Officer and the Executive Vice President/Chief Operating Officer. The President and Executive Vice President hire the remainder of the AgGateway Staff.

2.1.3. Regional Steering Committees

Overview

AgGateway is a global organization that is further divided into Regions for the purposes of identifying, managing, and prioritizing work effort relevant to different parts of the globe.

Each Region will have a Regional Steering Committee comprised of member volunteers in good standing which are accountable to the region's members and manage the affairs of the region including oversight and direction of the Working Group activities within each Region.

Structure

North America: The AgGateway North America (NA) Steering Committee is comprised of nine (9) elected Voting Members representing the region, the NA Regional Director, and such non-voting Advisory Members as may be needed to fulfill the purpose of the Steering Committee. The Regional Director is a voting member of the Steering Committee ex officio. Members of the NA Steering Committee are nominated and elected by the members participating in the NA region following the process outlined for the AgGateway Board of Directors elections in the AgGateway Bylaws. Elected members serve for three (3)-year terms and may serve two (2) consecutive full terms before they must take a required one (1) year hiatus, after which they may become eligible again for service. Member terms are staggered such that only 1/3 of the seats will be open for election in any given year. No member company may be represented more than once in the voting membership of the Steering Committee. Additional policies and procedures of the North American Regional Steering Committee are included in Appendix C.

Latin America: The LATAM Steering Committee is composed of up to four representatives representing the region and the LATAM Regional Director. The members of the LATAM Steering Committee are nominated and elected by the members participating in the region at a face to face meeting for a term of two (2) years and they select a chair, and a vice-chair. The Regional Director and the Steering Committee Members also comprise the Latin American Executive Committee. The Executive Committee assists the regional director in making day-to-day operating decision by setting the agenda for the Steering Committee and face-to-face meetings, as well as preparing webinars and other events.

Europe: The Europe Steering Committee is composed of one representative from each company that operates in the region. Each company that operates in the region may choose to designate a representative or not. The Steering Committee selects a chair, a vice-chair, and a secretary of the Steering Committee. The Steering Committee Chair, the Steering Committee Vice-Chair, the Steering Committee Secretary, and the European Regional Director make up the European Executive Team. The Executive Team assists the regional director in making day-to-day operating decision, setting the agenda for the Steering Committee and face-to-face meetings, and preparing webinars and other events.

Responsibilities

The Steering Committees are charged with leading the regional organization consistent with the goals, objectives, and direction from the AgGateway Board of Directors. The Steering Committees have both financial and non-financial responsibilities to the AgGateway regions. This includes developing and socializing annual spending and activity plans consistent with staffing, working groups, and resources used in North America.

2.1.4. Digital Resource Center

Overview

The Digital Resource Center (DRC) provides oversight and support for all published AgGateway digital resources and all proposed new digital resources submitted to it by the Portfolio Management Center (PMC).

The Digital Resource Center operates in accordance with AgGateway's Patent Policy, Digital Resource Development Process, and these policies and procedures. Together with the PMC, the DRC is responsible for ensuring that the Patent Policy and Digital Resource Development Process are followed during the production, publication, and maintenance of digital resources.

Structure

The DRC is led by the AgGateway Chief Technical Officer and is comprised of the AgGateway's CTO and the Chairs from each of the Digital Resource Committees. The DRC currently comprises the following Committees:

- ADAPT Oversight
- Ag Industry Identification System (AGIIS) Directory Oversight,
- Architecture
- Standards and Guidelines (reference also Appendix D: AgGateway Standards & Guidelines Policies)

Each committee may establish working groups for the purpose of digital resource maintenance, and other organizational units as required.

Responsibilities

The DRC is responsible for:

- Coordinating with the PMC to transfer new proposed digital resources to the Standards & Guidelines Committee for processing (reference Appendix C).
- Processing, publishing, and maintaining digital resources in accordance with the Digital Resource Development Process and Patent Policy (see Appendix C for the role of the Standards & Guidelines Committee).

- Maintaining a record of digital resource change requests.
- Supporting the Communications Director in promoting digital resource publications and update within AgGateway groups, among AgGateway members, and more broadly in industry, government, academia, and standards bodies
- Constantly improving the ways in which implementers discover, assess, and use digital resources.
- Coordinating, through the Architecture Committee, advice to working groups regarding standards, guidelines, and best practices that may apply to their work

2.1.5. Portfolio Management Center

Overview

The Portfolio Management Center (PMC) provides oversight and support of AgGateway Working Groups and coordinates closely with the Digital Resource Center.

Structure

The PMC will be led by an AgGateway staff member and a team comprised of 5 to 9 member volunteers. Member volunteers must be employed by a member in good standing and will be appointed by the BOD. Qualifications for appointment include familiarity with AgGateway, its processes and procedures; familiarity with project management and implementation best practices; and good written and verbal communication skills.

Responsibilities

The PMC is responsible for:

- Confirmation of working group charters.
- Management of Working Group commissioning, work progress and financial reporting; and
- the creation of tools and resources to move work forward efficiently and effectively.

2.1.6. Committees

AgGateway shall have such committees as are needed to fulfill its mission. A Committee is an operational unit, comprised of member volunteers, which either supports AgGateway operations or digital resources. Committees are created, consolidated or de-commissioned at the discretion of and by the Board based on the recommendations of the Executive Committee. Committees represent the membership and are tasked to consider, investigate, act on, or report on some matter relevant to the organization and its members. The purpose of each committee is defined by a charter. Leadership of committees is shared between member volunteers and AgGateway staff.

2.1.7. Working Groups

All AgGateway digital resources will be produced within Working Groups. Working Groups are defined by the proposed Digital Resource Development Process (referenced by the AgGateway Patent Policy). A Working Group is an AgGateway organizational unit that produces digital resources. A more specific definition of Working Groups is included in the AgGateway Digital Resource Development Process.

"Digital resources" refers to any digital content developed with the intent of assisting companies with implementing electronic connectivity between systems and devices within their own company, and between their company and other companies. These resources can include standards, guidelines, communications tools, project management tools, implementation tools, and requirements or proposals passed on to a collaborating digital resources body.

2.1.8. Task Forces

A short-duration group comprised of volunteer members whose purpose is to complete a specified task other than producing digital resources within a specified period.

2.1.9. Initiatives

A medium-to-long-duration group comprised of member volunteers that does not meet the criteria of any other group. Initiatives are established by the BOD, a Regional Steering Committee, the Portfolio Management Center, an AgGateway committee, or the Digital Resource Center.

2.1.10. 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

Membership in AgGateway provides access to ALL AgGateway's activities around the globe.

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.

Applications for membership are made by completing the AgGateway membership application form and submitting it to either Member Services or the Regional Director (who will forward the application to Member Services) for approval and acceptance into membership by either the President/CEO or Executive Vice President/COO. In determining approval for membership, the President/CEO or Executive Vice President/COO will consider the appropriate membership classification and the ability and willingness of the proposed member to support the organization's purpose, mission, and goals.

Upon approval, an invoice is sent to the applicant for payment of dues (except Associate 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 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 AgGateway Board of Directors in conjunction with budget approval for the upcoming fiscal year.

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 merge with another member company or companies, the surviving organization will pay either the equivalent of all the organizations' membership dues, or membership dues based on the combined revenue of the merged organization, whichever is less for the calendar year following the completion of the merger or acquisition.

If any AgGateway member(s) are acquired or merge with another member company or companies, the surviving organization will pay the equivalent of all the organizations' AGIIS subscriptions fees 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 Committees, Working Groups, 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.

The Non-voting Members classification includes “Individual Member” - individuals employed by institutions of higher learning or individuals who wish to support the purpose and mission of the organization who are not employed by an organization eligible for one of the other membership categories.

The Voting Member classification is further divided into sub-classifications as follows:

- Regular Member - a business entity that is a member in good standing and that actively participates in agricultural or agricultural related business activities.
- Small Ag Retailer Member (SAC) - a business entity (an ag retailer) that is actively doing business in the Agriculture or Food Production supply chain and has business revenue below

the level set by the AgGateway Board of Directors for this category. Actively doing business means buying, selling, storing, shipping, growing, or is directly involved with the production of food and/or agricultural products.

- Specialty Member - a business entity that is a member in good standing and that actively participates in primarily specialty business activities (such as turf and ornamental, forestry, pest control, etc.) and considers itself Non-Ag.
- Partner Member - a business entity that is a member in good standing and which supports agricultural or agricultural related business activities but does not actively participate as an agricultural business entity.

3.4. Membership Representation

Each member company will designate one of its employees or other authorized representative as its company's "primary contact", and another as its "secondary contact". Individual members will serve as their own "primary contact". The primary contact is the person authorized to cast that company's vote on AgGateway ballot issues. The primary contact is responsible to:

- Communicate AgGateway information to their company.
- Receive, and act on when necessary, all official notices, including but not limited to annual meeting notices, nomination forms, etc.
- Respond to all notifications on additions or modifications to the standards, guidelines, tools, and services.
- Ensure 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.

3.4. Membership Resignation or Termination

Regardless of the resignation or the reason for termination, there will be no refund of dues for companies that resign their membership or for whom membership is terminated for cause.

3.4.1. Resignation by Member Action

Any member may resign from membership by giving written notice to that effect to the AgGateway Board of Directors through Member Services or the Regional Director. In the event of resignation, the member's company name will be removed from the membership roster upon receipt of the written notice from the member company. However, any member so resigning shall not thereby be released of their obligation to AgGateway which may have occurred prior to the date of resignation and shall not be entitled to a refund with respect to dues.

3.4.2 Termination by Staff Action

Any member whose dues are delinquent more than 60 days will have all rights and privileges reserved for such a member terminated and shall be removed from the member roster after appropriate notification for non-payment.

3.4.3. Termination by Board Action

A member may be terminated for cause by a majority vote of the Board of Directors when a quorum is present at an authorized meeting. Sufficient cause for termination includes violation of

the articles of incorporation, the By-Laws, and AgGateway Policies and Procedures, and/or engaging in conduct prejudicial to the interests of AgGateway. The member cited for termination will be notified in writing via certified mail at least 15 days prior to any proposed final action is taken and the reasons therefor. The written notice shall be accompanied by a notice of the time and place of the Board meeting at which the charges shall be considered, and the member shall have the opportunity to be heard orally or in writing, as determined at the discretion of the Board.1. The allegation will be submitted in writing to the OMB by the accuser.

4. Organizational Operations

4.1. Conducting Meetings

4.1.1. Agenda

Working with member volunteer leads, AgGateway staff will ensure agendas are delivered to Committee or Working Group members at least 24 hours, and preferably one week, prior to meetings. Each agenda will contain the following information:

1. Date & time (including time zone)
2. Projected duration
3. Communication information (e.g., location, conference call phone number, online collaboration tool URL)
4. Topics including topic leader, topic name, and desired outcome (outlines what is planned to be accomplished by having the topic on the agenda)
5. Action items carried over from previous meetings.

4.1.2. Conformance to Antitrust & Fair-Trade Guidelines

AgGateway staff 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

4.1.3. Meeting Notes

AgGateway staff will identify a knowledgeable member volunteer to take the meeting minutes. AgGateway staff will ensure that meeting notes are distributed as appropriate following the team meeting. Distribution can be accomplished by notification of meeting minute availability and location.

4.2. Member Services

Member Services will act as central point of contact for all AgGateway questions, including questions on membership, conferences, AGIIS and other digital resources, Working Groups, and meetings. Member Services will also maintain communications with members on a routine basis, managing contact lists and member profile information in AgGateway's Association Management System. Member Services will be responsible for web meeting software set-up and maintenance, email and (if applicable) text message-based systems. Member Services works closely with the AgGateway Communications Director to ensure that timely and efficient messaging about the organization takes place. In coordination with the Director of Member Relations, Member Services will support the new member on-boarding process and implement any member follow-up activities assigned to them.

Member Services will also support Working Groups as they schedule meetings and publish communications to members. They will coordinate closely with the Portfolio Management Center, managing the issuing and response to calls for participation. Member Services may act in the role of meeting initiator if requested. Member Services will also work closely with the Digital Resource Center when calls for public review are issued.

It is anticipated that regional members outside North America may wish to make use of Member Services functionality at some point following the consolidation. Regional members will be expected to develop their own needs and requirements specific to their implementation. They will also be responsible for assisting in funding Member Services should they require availability over and above current staffing levels. Consideration to multi language support will be given, including language support for Spanish and Portuguese initially.

4.3. Staffing

AgGateway currently has no paid employees; the organization fills staff positions through the hiring of contractors. If the organization chooses to hire permanent staff, policies and procedures will be developed and published in a Personnel Policies and Procedures Manual.

5. AgGateway eStandards

5.1. 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.

5.2. 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.

6. Ag Industry Identification System (AGIIS)

6.1. 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.

6.2. 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 and AgGateway Members on the AgGateway and AGIIS websites.

7. Changes to Policies and Procedures

Changes made to this Policies and Procedures document may be made by majority vote of the AgGateway Board of Directors. Requests for changes should be submitted to the AgGateway BOD which will, in a timely fashion, address the request.

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 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.

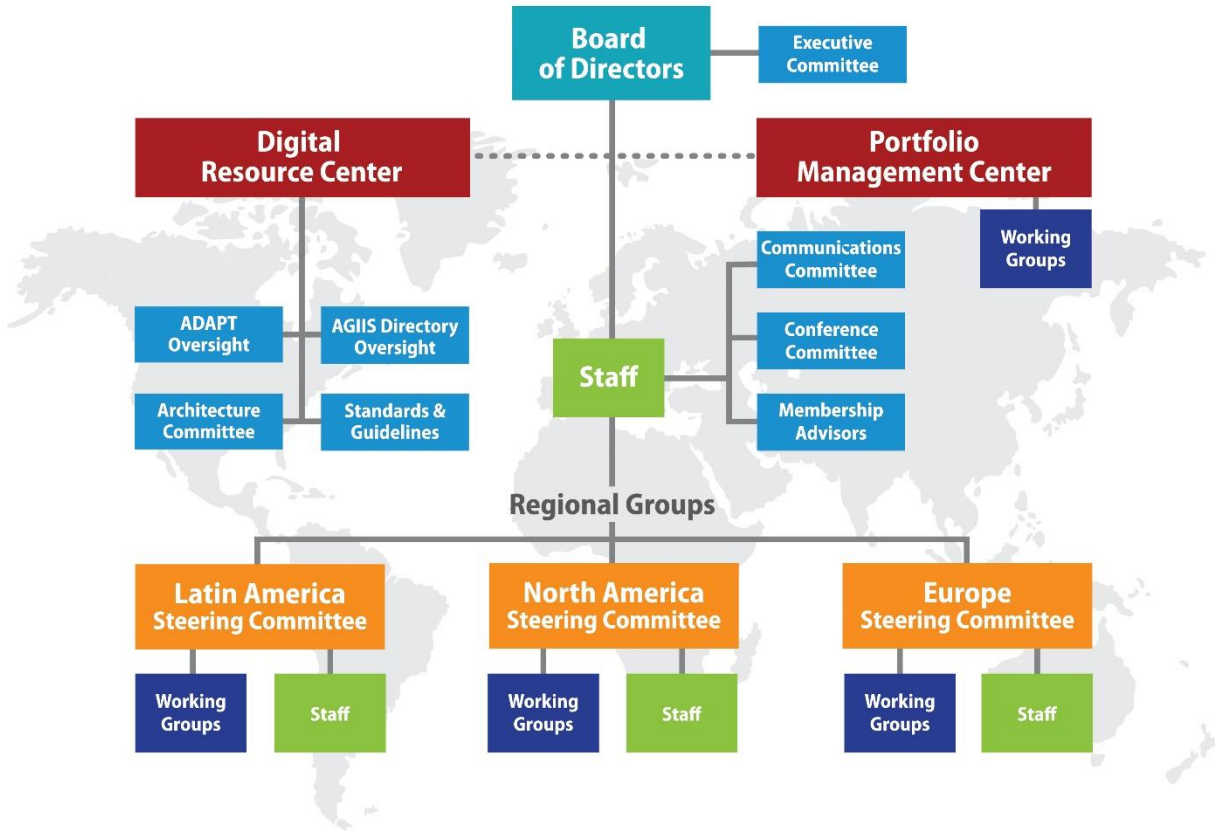
DON'T...

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. Adhere to prepared agendas for all meetings and object when meeting minutes do not accurately reflect the matters that transpired.
2. Understand the purposes and authority of the group.
3. Consult with your company counsel on all antitrust questions relating to the activities, discussions, or meetings of the group.
4. Protest 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: AgGateway Organization



Appendix C: North America Regional Steering Committee Policies and Procedures

Role and Responsibilities – The Steering Committee is charged with developing, managing, and socializing to members the annual revenue and spending plan consistent with staffing, activities and organizational resources used in North America. This spend and revenue plan will be incorporated into the overall AgGateway budget.

- The Steering Committee will make regular reports to the organizational Board of Directors through the Regional Director.
- The Steering Committee will communicate as needed with other regional steering committees.

Composition and Selection Criteria -

- 9 Voting Members elected from the membership
- Regional Director is a voting member *ex officio*
- Non-voting Advisory Members may be appointed by the Steering Committee as needed
- Elected Voting Members are nominated by membership and vetted by a Nominations Committee (*a sub-committee of the Steering Committee*)
- Candidates should represent their company at a senior level or have commensurate influence within and outside their organization
- Candidates should have budgetary authority or influence within their organization

Terms of Service and Limitations -

- Elected Voting Member Terms are 3 years
- Terms will be staggered such that only 1/3 of seats will be eligible for election in any given year
- Individuals may serve for two consecutive terms (6 years)
- 1-year hiatus before becoming eligible again
- No lifetime limits
- No single company may be represented more than once on the steering committee at a voting level
- Voting Members must represent a Voting Member company

Vacancies and Removal - Vacancies on the North America Steering Committee of voting member seats, resulting from whatever reason:

- Will be filled by vote of a majority of the eligible voting members at the annual election of directors for the duration of the vacated term.
- The Steering Committee, at its discretion, may appoint a voting member to fill the interim term.
- A vacancy among any advisory members may only be filled by the voting members.

A voting Steering Committee member may be removed, for cause, only by a vote of a majority of the remaining members. An advisory member may be removed and replaced only by the voting members.

A voting Steering Committee member may be removed for non-attendance at three consecutive meetings of the Steering Committee.

Approved July 15, 2020

Meetings - The Steering Committee will meet regularly - likely 12 times per year

- The Steering Committee will meet face to face at least twice per year
- Committee members should budget time and travel accordingly
- The Steering Committee may establish sub-committees as needed

Appendix D: AgGateway Standards & Guidelines Policies

1. Overview

The AgGateway Standards & Guidelines Committee (SGC) oversees AgGateway's digital resources publication and maintenance as directed by the Digital Resource Center.

2. Structure

The Standards & Guidelines Committee is a Digital Resource Center Committee. The SGC is led by a chairman and vice-chairman recommended by the Digital Resource Center.

Any AgGateway member-company representative may participate in SGC.

3. Digital Resource Approval Process

The Standards & Guidelines Committee considers digital resources submitted to it. Decisions to approve are by consensus. Consensus is defined as the absence of sustained opposition as determined by the Standards & Guidelines Committee Chair in consultation with the CTO. When consensus cannot be reached, the CTO will refer the matter to the AgGateway President who may refer the matter to the AgGateway Board of Directors or direct another course of action.

4. Standards Maintenance Process

The Standards Maintenance Process is specified in the *Digital Resource Development Process*.

Appendix E: 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 F: AgGateway Code of Conduct and Ethical Behavior

- All participants involved in the creation and operation of AgGateway initiatives, including its 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 G: 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 an 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 may also consider 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 H: 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:

1. 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.
2. 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

1. 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.
2. 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.

3. 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:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. 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:

1. Whether compensation arrangements and benefits are reasonable, and the result of arm's length bargaining.
2. 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.

Approved July 15, 2020

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 nonprofit 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 or to the Chairman of the Board of Directors of **AgGateway Corporation**, 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.

(Please print)

Name

Signature

Date

Appendix I: 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

Approved July 15, 2020

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 J: 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.

Approved July 15, 2020

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.

Appendix K: AgGateway Virtual Meeting Recording Policy

Definitions:

The following terms, as used in this policy, are defined as follows:

A/V file - The digital output of recording (A/V stands for audio/video).

COO - AgGateway Chief Operating Officer.

Group Member - a meeting participant.

Recording - Converting (sound or a performance) into permanent form for subsequent reproduction or broadcast.

Recording Purposes and Consent

AgGateway staff may determine that Recording a GoToMeeting session, or series of sessions, could be useful for any reason, including, but not limited to:

- Informational purposes, such as
 - webinars (*e.g.*, how ADAPT compliments ISOXML)
 - guest speakers on a specialized topic (*e.g.*, Eclipse Public License)
 - detailed budgetary discussions
- Discussions involving particularly complex, involved and/or new concepts (*e.g.*, process details and data requirements around harvesting tomatoes)

Minimizing misunderstandings and/or miscommunications within a group relating to the group's purpose and effectuating its goals; Participation in a GoToMeeting session by a Group Member constitutes consent to Recording.

A/V File Storage

A/V files produced from Recording GoToMeeting sessions are initially automatically stored online by the GoToMeeting service. Member Services will download A/V files, give them a name according to the format YYYY-MM-DD_Group_Name_Meeting.ext (replace "ext" with the Recording filename extension). GoToMeeting Service will then upload the file to an online file storage service (*e.g.*, agw-gtm folder in AgGateway's Amazon S3 instance).

A/V File Access Policy/Process

1. A Group Member may submit a request to access an A/V file for a meeting he or she attended or a meeting of a group to which they are a member.¹
2. Member Services will notify the meeting chair and the AgGateway staff member most directly associated with the applicable meeting (*e.g.*, Portfolio Manager for working group meetings).
3. Member Services may make an A/V file available to a Group Member upon request for a limited time (*e.g.*, In Amazon S3 context, Member Services would provide a time-limited signed link.)
4. The Group Member agrees that he or she shall not make the file available to anyone else without the consent of AgGateway's COO

Approved July 15, 2020

¹The request process and required information is beyond the scope of this policy, but at the time of writing will be via a Smartsheet form with an associated workflow. The requestor will be required to state the reason for their request.