



AgGateway
Global Network

AgGateway Global Network (AGN) Policies & Procedures

AgGateway Global Network, Inc.
Boundary House, Cricket Field Road
Uxbridge, Middlesex UB8 1QG UK

U.S. Office
P.O. Box 1329
Midlothian, VA 23113 USA

Table of Contents

Table of Contents	2
Section 1 Introduction.....	4
1.1 This Policy and Procedures Document	4
1.2 About AGN	4
1.3 Mission & Vision	4
1.3.1 Mission.....	4
1.4 Formation and History	4
Section 2 Organizational Structure	4
2.1 Composition	4
2.1.2 Board of Directors.....	4
2.1.3 Board of Directors Executive Committee:.....	5
2.1.4 Management Team.....	5
2.1.5 Standing Committees	6
2.1.6 Task Teams	6
2.1.7 Organizational Structure Changes	6
Section 3 Membership	7
3.1 Membership Eligibility	7
3.2 Membership Dues	7
3.2.8 Dues Structure.....	7
3.2.9 Dues Billing	7
3.3 Membership Classifications	7
3.4 Membership Termination.....	8
3.4.10 Termination by Member Action	8
3.4.11 Termination by BOD Action	8
3.5 Member Representation	8
Section 4 Committee and Team Operations	9
4.1 Conducting Committee and Team Meetings.....	9
4.1.12 Agenda	9
4.1.13 Conformance to Antitrust Guidelines	9
4.1.14 Meeting Notes.....	10
Section 5 Ag Industry Identification System (AGIIS).....	10
Section 6 Staffing.....	10
Section 7 Changes to Policies and Procedures	10
<i>Feedback on This Document</i>	10
Appendix A.....	11
AgGateway Global Network, Inc. Antitrust Guidelines.....	11
Appendix B.....	12
Credit Card and Banking Data Privacy and Security Policy and Procedures.....	12
Appendix C.....	13
Intellectual Property Policy.....	13

Appendix D.....	14
Code of Conduct & Ethical Behavior Policy	14
Appendix E	16
Compensation Policy	16
Appendix F.....	17
Conflict of Interest Policy	17
Appendix G.....	21
Record Retention and Destruction Policy.....	21
Appendix H.....	24
AGN Whistleblower Policy	24

Section 1 Introduction

1.1 *This Policy and Procedures Document*

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

1.2 *About AGN*

AGN is a non-profit membership organization incorporated in the State of Delaware.

1.3 *Mission & Vision*

1.3.1 *Mission*

AGN's mission is to promote and expand the use of eAgriculture globally through collaborative use of standards and consistent implementation among various regions of the world.

1.4 *Formation and History*

AGN was founded in 2014 and was the result of years of successful work by AgGateway Corporation in North America.

The multinational members of AgGateway in North America expressed their belief that expanding the use of AgGateway Open Standards and implementation guidelines would benefit their businesses, their customers' businesses, and the agriculture industry as a whole.

Section 2 Organizational Structure

2.1 *Composition*

AGN's organizational structure is composed of a Board of Directors, a Management Team, Standing Committees, and various Task Forces as required.

2.1.2 *Board of Directors*

The AGN Board of Directors (BOD) is comprised of between two and four representatives from each Non-profit Entity member. 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 AGN's bylaws. The number of directors and the manner in which such directors are elected, appointed, and/or removed is spelled out in the bylaws. No company

may have more than one person that represents their company serving on the BOD at any one time.

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

1. Setting strategic direction for AGN.
2. Approving AGN'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 the AGN Management Team.
5. Reviewing and monitoring Non-Profit Entity members' bylaws and policies and procedures to ensure conformity among member associations and compliance with AGN policies.
6. Resolution of disputes regarding AgGateway Open Standards and implementation guidelines among members.

2.1.3 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 AGN is composed of the Chair, Vice Chair, Past Chair, President, Executive Vice President and Treasurer of AGN. The responsibility of the Executive Committee is to review proposed financials, budgets, suggested policy changes, personnel, dues, etc. and then make recommendations to the full board for their consideration and acceptance or rejection.

2.1.4 Management Team

Overview:

The AGN Management Team (MT) is responsible for the ongoing day-to-day management of AGN and is accountable to the AGN Board of Directors (BOD).

Structure:

The Management Team (MT) is comprised of the corporate officers and others as appointed by the board of directors. The MT is led by the president.

Responsibilities:

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

- Setting annual goals and objectives for AGN.
- Entering into contracts and monitoring performance against them

- Appointing standing committee chairpersons and assisting with recruiting committee members
- Officially representing AGN
- Managing the organization's finances
- Recommending budgets to the Board of Directors
- Recommending membership fees to the Board of Directors
- Maintaining regular communications with the membership
- Participating in Board of Director meetings
- Maintaining this document

Officers' roles and responsibilities are as defined by job descriptions approved by the AGN BOD.

Authority:

Through the actions of the president and/or executive vice president, the MT is authorized to execute all financial matters that are approved in the budgeting process or as authorized by the Board of Directors. The MT is the first level of escalation on any issues that the operating committees are unable to resolve; the Board of Directors will be the final level of escalation if the issue is unable to be resolved by the MT.

2.1.5 Standing Committees

AGN standing committees are staffed by volunteers from Nonprofit Member Associations and may from time to time include representatives from corporate and/or associate members. All members in good standing are eligible to participate in committees.

Committee chairpersons and vice chairpersons are appointed by the MT.

2.1.6 Task Teams

The BOD, MT, and Standing Committees may, from time to time and at their discretion establish a task team 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 MT 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 AGN Board of Directors as they arise. When changes are made to the organization's structure, they should conform to the following three principles.

- The structure must provide adequate support for AGN's purpose and deliverables.

- The structure must support collaboration among a wide variety of companies in a variety of industry segments and world regions..
- The structure must be efficient and economical to operate.

Section 3 Membership

3.1 Membership Eligibility

Legally established organizations may apply for AGN membership. Organizations not legally established are not permitted to join.

Applications are submitted to the Management Team for approval and acceptance into membership. 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 and certain non-voting member applicants will receive a notification of membership acceptance by the MT at which time they will be considered a “member in good standing.”

3.2 Membership Dues

3.2.8 Dues Structure

The membership dues structure will be approved annually by the BOD in conjunction with budget approval for the upcoming fiscal year. The dues structure for Corporate Members will be coordinated with member associations. The MT is responsible to submit the dues structure to the Board of Directors for approval.

3.2.9 Dues Billing

The AGN 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 February 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.

3.3 Membership Classifications

Three classifications of membership are defined in the bylaws: full, corporate, and associate. The classifications are defined as follows:

- “Associate Member” means a member that is not required to pay dues and is not entitled to vote on matters that come before the members. An Associate Member must be a not-for-profit organization in good standing that supports the mission of the Corporation and is active in the agricultural or an agriculture related industry. (Associate Members may join via a Memo of Understanding, Letter of Intent, or similar agreement, when a membership application is not viable or practical;
- “Corporate Member” means a business entity that is a member in good standing of the corporation and that actively participates in agricultural or agriculture related

business activities. There are two categories of Corporate Member: Global Corporate Member and Select Corporate member.

- Global Corporate Membership provides full access rights to all regional and global working groups and projects and membership and voting rights in all regional organizations that maintain a “Non-profit Entity” membership in AGN or are in the process of forming a regional organization that will become a member.
- “Select Corporate Membership” provides membership and full voting rights to a selected regional organization(s) that maintain a “Non-profit Entity” membership in AGN or are in the process of forming a regional organization that will become a member of AGN. It allows a company to participate in AGN and regional working groups, councils, committees, and projects in the region(s) in which the company operates.
- “Full Member” (a.k.a. “Non-profit Entity member”) means a dues-paying member that is entitled to vote on matters that come before the members. A Full Member must be a not-for-profit entity in good standing whose mission includes the promotion of eBusiness in agriculture.

3.4 Membership Termination

3.4.10 Termination by Member Action

In the event that a member decides not to retain membership in AGN, 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.

3.4.11 Termination by BOD Action

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

1. The allegation will be submitted in writing to the Management Team by the accuser.
1. The accuser may be any AGN member’s primary contact.
2. The Management Team will investigate to confirm if the allegation has merit.
3. The MT will submit a recommendation to the BOD.
4. The BOD will investigate the allegation further, if necessary.
5. A Board of Directors’ vote will be taken to confirm continuation of the termination process.
6. The BOD Chairperson will give written notice of the potential termination to the member proposed for membership termination.
7. The member may respond to the notice prior to the next BOD meeting.
8. The BOD will vote on whether or not to terminate the member. If two-thirds of the directors approve termination, the member’s membership is terminated.
9. There will be no refund of dues for companies whose membership is terminated.

3.5 Member Representation

Each member will designate one of their employees or other authorized representative as their company’s/organization’s “primary contact” and another as “secondary contact”.

The primary contact is the person authorized to cast their company's vote on AGN ballot issues. The primary contact is responsible to:

1. Communicate AGN information to their company or organization
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 AgGateway Open Standards, guidelines, tools, and services.
4. Insure payment of membership dues and other invoices as may be sent to the member from AGN.

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.

Section 4 Committee and Team Operations

4.1 Conducting Committee and Team Meetings

4.1.12 Agenda

Committee chairpersons and Team leaders will ensure that agendas are delivered to their committee or team members 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.

Committee and Task Group agendas are to be made available to all AGN members prior to meetings.

4.1.13 Conformance to Antitrust Guidelines

At the start of each meeting, team leaders will confirm that each meeting participant acknowledges that they have read and understand and agree to abide by AGN's *Antitrust Guidelines* (see Appendix A). Refusal to agree to the guidelines will result in expulsion from the meeting.

4.1.14 Meeting Notes

Committees and Task Groups will designate a meeting note-taker. The note-taker will take meeting notes and distribute them to the Committee/Task Group and the AGN corporate secretary following the meeting. Meeting notes will be made available to all members in good standing.

Section 5 Ag Industry Identification System (AGIIS)

AGN endorses the use of unique standard identifiers for use in eBusiness transactions. AGN also endorses the use of AGIIS for implementation projects that require unique identifiers for entities, locations, products, and other standard data elements provided by the AGIIS database.

Section 6 Staffing

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

Section 7 Changes to Policies and Procedures

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

Appendix A

AgGateway Global Network, Inc. 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 member and member representatives are 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 or made available via the AgGateway Global network, Inc. website 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

Credit Card and Banking Data Privacy and Security Policy and Procedures

All paper and electronic media that contain cardholder and/or other banking 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 AGN, 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 and/or other banking 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 and/or other banking data can be sent only by secured courier, secure electronic processes that produce an audit trail, or other secure delivery method that can be accurately tracked.

Only designated authorized personnel may have accessibility to paper records or other media that contain cardholder and/or other banking data.

Executive management approval is required prior to moving any and all paper records or other media containing cardholder and/or other banking data when media is distributed to individuals.

Media containing cardholder and/or other banking 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.

AGN service providers that handle cardholder and/or other banking data must adhere to the PCI DSS requirements. Service providers’ service agreements must include an acknowledgement that the service provider is responsible for the security of cardholder and/or other banking data the provider possesses.

Appendix C

Intellectual Property Policy

This policy is in the process of being revised

Appendix D

Code of Conduct & Ethical Behavior Policy

- All participants involved in the creation and operation of AGN initiatives (“*Initiative*”), including its Boards, Committees, Advisory Panels, Working Groups, Task Forces, or other groups shall adhere to this Code of Conduct.
- AGN 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.
- Every attempt will be made to review this policy annually.

Antitrust Compliance

- All participants in AGN initiatives, meetings and activities must abide at all times by the AGN 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 Appendix A in this document.

Meeting Conduct

- All meeting will be conducted according to AGN 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 AGN appeal process.
- All teleconferences will be led by chairpersons, vice chairpersons, staff members or other designated meeting facilitators. AGN experts will assist as needed. Agendas should be posted to the appropriate AGN 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 AGN's published policies.

Inappropriate Behavior During Meetings or Other AGN 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 AGN Initiative meetings or calls. AGN 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 AGN Initiative documents should be disseminated to those who are not members of that group prior to AGN's release to the entire AGN membership.

Code Compliance

- AGN 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 AGN's directors, principal officer, staff, management team or member of a committee with governing board delegated powers for discussion and review.

Appendix E

Compensation Policy

The bylaws of AGN 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 AGN.

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 AGN. 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 AGN'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 F

Conflict of Interest Policy

Article I - Purpose

The purpose of the conflict of interest policy is to protect AGN'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.

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 **AGN** 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 **AGN**, 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 **AGN** 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 G

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.

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.

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.

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

Insurance Records

Accident reports & settled claims	Permanently
Fire inspection & safety reports	7 years
Insurance policies	6 years after exp.

Tax Records

Tax returns, cancelled checks for tax payments & IRS agent reports	Permanently
Payroll tax returns	4 years

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 H

AGN Whistleblower Policy

The Organization

The AGN (Organization), 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, AGN 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.