

WBFI Board of Directors
Meeting of the Board of Directors
Nashville Airport Marriott, Nashville, TN
April 24, 2018

Director	Present:	Absent:
Craig Brummell	✓	
Karen Burns	✓	
Bob Donegan	✓	
Jared Froese	✓	
Jason Godfrey		✓
Keith Harrington	✓	
Joe Ignoffo	✓	
Curtis Kuntz	✓	
Jim Lesch	✓	
Jody Locke	✓	
Rob Mann	✓	
Dave Netten	✓	
George Petrides, Jr.	✓	
Todd Regan	✓	
Chris Teprovich	✓	
Chris Tribolet	✓	
Dave Whitley	✓	
Mel Toellner		✓
Lois Helland	✓	
Mike Wulf	✓	
Cheryl Senebald	✓	
Linda Barclay	✓	

Guests: Sue Hays (via conference line regarding circumstances of AAFCO Offer)
Kristin Bennett (Nonprofit Resources, Rapid City SD)
Nancy Weinstein, Weinstein & Associates (via conference line) – BIG PROJECT
Rob Gunstone, WBFI Research Foundation President

Staff present: Chuck Semmelhack, Howard & Howard

1. Sue Hays addressed the Board via conference call to discuss her leaving and the circumstances around the AAFCO appointment. Discussions ensued.
2. Call to order and introductions: The meeting was called to order at 8:13 AM by President Dave Netten after Sue Hays discussion above. As the first order of business, each person introduced himself or herself to the group. Dave thanked everyone for attending.
 - a. Emergency and unaddressed items: There were no emergency or unaddressed items.
3. Minutes of the November 7, 2017 Board of Directors meeting: The minutes of the previous meeting were included in the meeting packet for each director and had been previously emailed. It was moved and seconded to accept the minutes of the November 7, 2017 Board of Directors meeting. The motion passed.
4. Overview of WBFI Policies – This discussion was led by Chuck Semmelhack.
 - a. Conflict of Interest Policy: A copy of the policy was included in the meeting packet distributed to each Director. Chuck explained how to handle potential conflicts of interest, telling Directors that the intent is full disclosure. As long as Directors

follow our guidelines, Directors should be protected. Chuck also shared a checklist which he reviewed with Directors to guide Directors on how to fall within safe harbor.

- b. Anti-Trust Compliance Policy: Chuck explained that WBFI needs to have adopted this policy to get safe harbors. Basically, the policy requires the WBFI to keep an agenda and minutes of all meetings in order to adhere to the policy. When WBFI keeps everything out in the open, then WBFI Directors get safe harbors. Directors had previously returned completed affidavits to Sue Hays.
 - c. Roles, Responsibilities, and Code of Ethics: Chuck explained that this is the document that supports our mission because the roles of the individual Directors are described. Chuck reviewed the Code of Ethics. Directors had previously returned signed affidavits to Sue Hays.
 - d. Confidentiality reminder: Chuck reminded Directors that holding all Board discussions in confidence allows for open discussion during our meetings. Discussions may not be shared outside of meetings.
5. Election of Secretary – Executive Committee
- a. The situation as of April 2018: Sue Hays was elected Secretary in November 2017 for a 2-year term until November 2019. Sue Hays has provided notice that MGT Co. is not renewing the association management services agreement that expires on June 30, 2018. Sue Hays will vacate the office of Secretary when the Board has elected a replacement or on June 30, 2018, whichever occurs first. Dave Netten brought up the need for a Secretary and likelihood to be filled in July, since Sue will continue in that role until her Contract ends. New ED likely to fill position, with attendant responsibilities. Discussion ensued.
6. Association Management Services provider search update – Executive Committee – Dave entered into a discussion of how the search for a new Executive Director came about. Three weeks were given for RFP's. They closed March 26, 2018. 17 RFP's were received, only 3 needed to be legal for bidding. Met in person with 2 companies – Nonprofit Resources, Rapid City, ND; also Ag Association Management Services, Sacramento, CA – Ag Association was good but viewed as too big. Others interviewed via phone. Hiring Kristin Bennett of Nonprofit Resources; 25 years of experience. He discussed the need for additional services and Contract preparation. Broad discussion ensued about experience, costs, terms, etc.. Bookkeeping will now be with the Accountant WBFI uses. Contract negotiated down for \$68,000. This also includes oversight and maintenance of the Research Foundation (previously separate). Contract reviewed at 6 months and then again at 9 months to protect WBFI. Kristin Bennett came in and discussed her ideas and role understanding. After her discussion and answering questions, she left the room for private discussions with Board about pros and cons and additional ideas for Contract. A Motion was brought by C. Brummell and seconded to allow her to attend the Meeting and that her Contract would be finalized with the Executive Committee. Voted unanimously in favor. Kristin attended remainder of meeting
7. BIG Project Update – Dave Netten and the BIG Group; Nancy Weinstein, Weinstein & Associates (via conference line)
- a. Status of the project – Dave Netten introduced Nancy Weinstein.
 - b. Overview of the consumer research findings – Nancy Weinstein via conference line; Nancy discussed how well everything went – discussed current status of research findings; open discussion of findings; multiple questions taken; robust discussion – Rob Gunstone reminded that data all owned by the Research Foundation.
 - c. Information distribution plan – Dave Netten and the BIG Group – discussion of what to do with the data, how to distribute the same. Previously, if you are a contributor to study, you get it. WBFI also sells for a fee to Members. Does not sell to Non-Members. Discussion about WBFI providing it as a Member benefit? Discussion ensued. Decided to release raw data and summary reports by end of the week to sponsors. Summary analysis will be released to general members at annual meeting. RF will define and propose a marketing proposal for further distribution and monetization of raw data. Additional discussion. Also discussion of Google one time \$250K in kind grant brought up by K. Bennett.
8. WBFI Research Foundation update – Rob Gunstone said currently completely throttled back awaiting further direction from WBFI. Have helped out in BIG Project. Otherwise, RF is quietly awaiting direction. No other projects to present going forward.
9. Update on projects since November 2017 meeting:
- a. Membership Committee – Chairman Craig Brummell led this discussion.
 1. Approval of new members since November 2017: Craig explained the vetting of membership applications to the Board. He next presented the list of new members since the November 2017 meeting. It was moved and seconded to accept the new members as presented. Motion passed. The new members are: Eagle Commodities (Distributor/Regional) and Ceaseless Trading (Distributor/National).

2. Review of FY 2018 dues non-renewals: Craig Brummell presented the list and reviewed the list with the board. It's difficult to know why some have not renewed. It was noted that there is not much we can do with some companies, especially if they leave the industry.
 3. Membership Kit development and distribution plan - continuation: Craig Brummell said things have been on hold during search for new Executive Director. Now that that is done, coordination will begin again. The membership kit got a lot of positive feedback. Concept is to update it once a year. Intend to bring in new Executive Director for input. To update kit probably \$2,000.
 4. Invitation from Prince Corporation to set up booth at their 2018 Fall Booking Show, September 7, 8 and 9 – Prince will cover cost of the booth, WBFI covers cost of travel. WBFI decided to take advantage of it.
- b. Standards Committee: – Dave Netten and Karen Burns led this discussion.
1. WBFI Quality Standards Program proposed definition for Dried Black Soldier Fly Larvae and other insects used in wild bird feed: Dave Netten presented the background on this issue which has been adopted at AAFCO. The AAFCO SUIP 30 was accepted by AAFCO on January 22, 2018, and WBFI proposes to adopt that SUIP under its standards definition by forwarding to the Members. Will distribute to membership for comment.
 2. WBFI Quality Standards Program definition for hopper feeders – George Petrides, Jr.: Committee has met and is proposing certain changes to the definition of bird feeders. Discussion ensued. Also that a definition be created just for Hopper Feeders. Suggested definitions were discussed. Discussion was had as to process for approval. Currently WBFI just has definition for bird feeders. Both the insect and hopper feeder definition and change in Bird Feeder definition are being sent to Members for comment. The Motion was made and seconded and unanimously passed.
- c. Marketing Committee: Joe Ignoffo led this discussion. Joe told Directors that the committee had been discussing the continuing work and improvements to the Website.
1. Continued work on Website promotion: Dave Netten fully explained website status and desires. Further discussion on integration with the BIG Project.
- d. SIR (Scientific Industry Response) Group: Todd Regan led this discussion.
1. Update on scientific adviser search: Todd reported that the SIR Group has the papers back from the scientist who wrote them. They were not very usable for WBFI purposes and she has since passed away. A new area is creating form press leases to counter any incidents or issues as they arise. Ideally would have scientist ready to be “talking head”. Committee has talked to 2 experts - Margaret Brittingham and Jen Owen to be this expert. Committee likes M. Brittingham. Wants to hire her for \$8K to develop positives for paper for feeding birds and she would act as a “talking head”. Developing press releases. Discussion was had as to type of proposal and type of report. K. Bennett raised issues of webinaire. Further discussion of taking head issues and press releases. Motion was made and seconded to hire Margaret Brittingham through Contract. Passed unanimously.
- e. Event Planning Committee: Karen Burns led this discussion.
1. 2018 Annual Meeting Preview
 1. Updated EPC Responsibilities – Had not done that in a while. Discussed desire for changes to events; events sponsorship; when to collect checks; buffet food; suggesting raising registration fee; also early registration. Seeking out new procedures based on issues in past. As a result, the Event Planning Committee is developing a schedule that will show more value to the members. Discussion about length of meeting; vendor attendance. Discussion of updating fees to \$499 for Member; \$299 Spouse/Companion. Silver sponsor to \$500; Gold sponsor to \$1000 and Platinum sponsor to \$1500. In the end, everything tabled with new ED to get involved. Motion to table seconded and passed.
 2. WBFI meeting locations contracted for the future:
 1. 2018 Annual – Scottsdale Plaza Resort, Scottsdale AZ – November 6 – 8, 2018
 2. 2019 Annual – Embassy Suites Las Vegas, NV - November 12 – 15, 2019.
 3. 2020 Annual – Sheraton Sand Key Resort, Clearwater Beach FL
 3. 2020 Date change to November 3 – 6 (Tuesday, Wednesday, Thursday) from November 10 – 13 – Sheridan wants us to change; Karen trying to get more discounts and amenities from them to do this.

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- f. Pulse of the Industry Committee - Robb Mann led this discussion stating Commodities are steady; business back in terms of trading; questions of crop intentions; weather; China posturing; big demand for trucks; shortage of drivers; also had discussion of exchange rates.
- g. Regulatory Committee – Karen Burns led this discussion.
 - 1. FSMA update – Karen Burns reported on multiple issues:
 - 1. Discussed partnerships between state and feds for inspections.
 - 2. Discussed additional guidance issues.
 - 2. AAFCO update – Dave Netten reported on prior meetings and whether to send persons to other upcoming meetings; need to decide what we want to do in terms of an AAFCO representative. Will discuss with new ED.
- 10. Treasurer’s Report – Rob Mann
 - a. FY2018 budget (pages 20 & 21): Robb Mann directed overview of FY2018 budget.
 - b. Review of WBFI fiscal year financials; have money to get us through to July 1
- 11. FY2019 Budget – The Executive Committee was responsible for the development of the proposed budget for the 2019 fiscal year starting June 1, 2018 and concluding June 30, 2019. Rob Mann reviewed the proposed budget.
 - a. Consideration of budget for Fiscal Year 2019: Following discussion, it was moved by Dave Netten and seconded by Dave Whitley to accept the budget as proposed. The motion passed.
- 12. Additional business and unaddressed items: George Petrides asked about centralizing data of WBFI.
- 13. Confidentiality reminder: Chuck Semmelhack reminded those in attendance that all conversations are to remain confidential outside of the meeting room. This allows for the free flow of conversation during meetings.
- 14. Next meeting: Tuesday, November 6, 2018, 8 am to 5 pm with the WBFI Annual Meeting to begin that same day at 5:30 pm and run through Thursday, November 8, 2018 at the Scottsdale Plaza Resort, Scottsdale AZ

There being no further business, the meeting adjourned at 4:00 PM.