



# ARA Committees & Governance

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*January, 2011*

ARA receives its guidance and accomplishes its work through the active participation of members in its committees, work groups and task forces. This document describes the various groups that function within ARA. Signup for these groups is done annually in December for service during the following calendar year.

## **Board & Executive Committee**

The Board of Directors holds the ultimate governing authority and responsibility of the association. ARA holds an orientation for the board at the February meeting, which includes information on the duties and responsibilities of the board as a whole and board members individually. The Board is composed of 22 retailer representatives and 17 industry supplier representatives. The latter group is further broken down into crop protection and seed (7), fertilizer (4), equipment (3) and wholesale (3). The board establishes overall policies for the organization, elects officers, sets strategic direction, establishes dues and provides oversight to the association.

An Executive Committee from the board is named annually, and consists of four officers (Chair, Chair-elect, Vice Chair and Past Chair), all of whom must be retailer representatives, and one representative from each of the four industry supplier categories listed above. One of the industry supplier representatives typically serves as Secretary-Treasurer of the association. The Executive Committee superintends the conduct of the association within the bylaws and policies enacted by the board. It has full power to act on behalf of the board except in matters concerning major acquisitions, sale of major association assets, or amendment of the bylaws. The Executive Committee employs the President & Chief Executive Officer of the association, who in turn hires staff appropriate to accomplish the association's mission.

The Nominating Committee presents a recommended slate of officers, board members and committee leadership for the following year to the Board at its September meeting. Once those officers and board members are approved by the board, they take office on January 1 and serve for the next 12 months. Terms for directors are outlined in the ARA Bylaws. Individuals interested in being considered for officer, executive committee or committee leadership roles should inform the Board Chairman, Nominating Committee Chairman, or the President & CEO.

## **Committees**

ARA Committees provide essential guidance and expertise to all facets of the association. Each member of the Board of Directors is expected to serve on at least one committee. In addition to directors, ARA member companies are encouraged to name representatives with relevant subject matter expertise or responsibilities within their companies to ARA committees, task forces and working groups, so the association may draw upon that reservoir of talent. A solicitation will be provided in December to all ARA member companies, requesting their involvement in ARA committees for the coming year. If a

member company has more than one person with relevant expertise for a committee, they may have more than one person on the committee.

The committees are generally categorized into A and B committees; members should choose not more than one A committee and one B committee. The A and B designations are loosely tied to (1) expected workload and (2) meeting times. In other words, A and B committees will usually not meet at the same time so that a director could participate in both. Some B Committees are restricted to Board members only; others are open to all ARA member companies. Detailed descriptions of the Committees follow in the Appendix.

A Committees	B Committees
Public Policy	Communications
Member Services	Audit
Conference Planning	Investment Policy
	ARAPAC*
	Nominating*

\*Membership in these committees is restricted – see the description of the committee for details.

The Appendix on the following pages has descriptions of each of the committees.

## Task Forces and Work Groups

Work groups are topic-focused and provide expert opinion to ARA as needed on an ongoing basis. Task Forces are focused on a specific objective, with a finite lifespan that expires when the task is accomplished. The vast majority of this work is done via email and conference call, so there should be no scheduling conflicts with Committee meetings.

- **Fertilizer Contract Task Force** – initially created ARA’s Fertilizer Contract Template, and is now promoting its use and collecting input on changes that would make it more effective.
- **Transportation Working Group** – an adjunct of the Public Policy Committee, this group advises and informs ARA’s efforts on transportation issues, including the Hours of Service waiver/exemption, HAZMAT transportation, nurse tank regulations, credentialing, etc.
- **Technology Working Group** – a new group to be created in 2011 which scans for new technology that would be useful for retailers either in the field or managing their business and provides a demonstration or speaker to the Conference Planning Committee for inclusion in the ARA Conference.
- **Tax / Finance Working Group** – an adjunct of the Public Policy Committee, this group advises and informs ARA’s efforts on financial issues, including the Estate Tax, 2001 & 2003 tax cuts, pension reform, etc.
- **Environmental Stewardship Working Group** – an adjunct of the Public Policy Committee, this group will be created in 2011 to advise and inform ARA on efforts related to environmental, stewardship, and conservation efforts with regards to pesticide, nutrient and precision technology use under FIFRA, the Clean Water Act and Clean Air Act, and NRCS programs.

- **Security Working Group** – an adjunct of the Policy Committee, this group advises and informs ARA’s effort on security related issues, primarily related to the U.S. Department of Homeland Security Chemical Facility Anti-Terrorism Standards (CFATS) program. This group would also review for new or existing security programs / technologies that would help retailers address security related issues at their facilities.
- **Biotechnology / Seed Working Group** – an adjunct of the Public Policy Committee, this group will be created in 2011 to advise and inform ARA on efforts related to biotechnology, seeds, and related issues.
- **Sustainability Working Group** – a new group to be created in 2011 that advises ARA on the establishment of voluntary Best Management Practices (BMPs) for retailers to utilize in the application of crop input materials (both fertilizer and pesticides) to ensure sustainable and productive agricultural land.

## Appendix – Committee Responsibilities

### PUBLIC POLICY

The Public Policy Committee is responsible for developing and proposing to the Board the public policy positions of the Association and for evaluating ARA’s progress in achieving those policy goals. This Committee meets at the winter and fall board meetings, and may hold other meetings or conference calls as necessary.

Specific functions of this Committee include:

- Developing policy goals so that ARA may favorably influence federal lawmakers and regulators.
  - Identify and prioritize long term regulatory and legislative issues for ARA, and recommend to the Board suggested approaches to address these issues including resource needs and timetables.
  - Provide guidance to ARA staff in responding to regulatory and legislative developments, and participate promptly when ARA issues a call to action.
  - Communicate ARA policy achievements to members and inform them on the status of policy developments.
  - Assist staff and the ARAPAC committee in prioritizing PAC contributions.
- *2011 Leadership: Gary Farrell (Chair), Harold Cooper (Vice Chair)*
- *Primary staff liaisons: Richard Gupton, Carmen Haworth, Jon Samson*

### MEMBER SERVICES

The Member Services Committee oversees ARA’s membership recruitment and retention efforts and the services and products offered to ARA members. This Committee meets at the winter and fall board meetings, and may hold other meetings or conference calls as necessary.

Specific functions of this Committee include:

- Set goals for membership recruitment and retention and actively participate in meeting those goals.
- Offer to the Board concepts and proposals for programs to provide services to members.
- Assist staff in development of member programs once they are approved by the Board.
- Promote ARA to members and prospective members, and solicit member feedback on existing and prospective offerings.
- Identify and review potential partnership possibilities and make recommendations to the Board, including potential partners in both public and private sectors.

- *2011 Leadership: Tommy Brandenberger (Chair), Dennis Montavon (Vice Chair)*
- *Primary staff liaisons: Jim Thrift, Tracey Kerns, Kelly Jones*

## COMMUNICATIONS

The Communications Committee provides guidance and consulting expertise to ARA's Communications and Marketing functions. This committee meets at the winter and fall board meetings, and other times as necessary, usually via conference call. ARA is particularly interested in including the communications professionals within its member companies on the Communications Committee.

In addition to existing communications tools, ARA is expanding its communications offerings with a significant upgrade of its web site in 2011. The new site will enable enhanced and personalized membership interactions as well as self-generated or topic-focused member discussions, blogs resource libraries and other features. This upgrade should provide enhanced communication among the membership and also offer another window into member interests and priorities.

Specific functions of this Committee include:

- Provide feedback, guidance and support to staff on member communications so that ARA projects a professional and competent image to its members and to the general public. These communications include the ARA web site, the *RetailerFact\$* newsletter, the annual report, membership alerts, renewal invoicing, sponsor solicitation and acknowledgement and other communications.
- Provide content and serve as initial moderators for web site discussions.
- Assist staff with various communications projects.

- *2011 Leadership: Ken Manning (Chair), Rex Martin (Vice Chair)*
- *Primary staff liaison: Michelle Hummel*

## CONFERENCE PLANNING

The Conference Planning Committee is responsible for making sure that the annual ARA Conference is a "must-attend" meeting for retailers and suppliers. The Committee plans the annual conference, with particular emphasis on content, structure and site selection. The Committee holds meetings at the winter

and fall ARA board meetings and also conducts an on-site planning meeting in late January or early February at the site of the next year's conference.

Specific functions of this Committee include:

- Developing the program theme and agenda, including speakers and primary topics
- Evaluating and selecting conference location and event venues.
- Promoting the conference.
- Identifying alternative delivery methods – Internet, audiotapes, etc.

➤ *2011 Leadership: Leroy Startz (Chair), Vice Chair TBA*

➤ *Primary staff: Tracey Kerns, Michelle Hummel, Daren Coppock, Richard Gupton, Kelly Jones*

## ARAPAC

ARAPAC is the nonpartisan Political Action Committee (PAC) of the Association. The mission of ARAPAC is to increase political involvement among ARA members by raising funds from members around the nation and to provide resources to aid federal candidates who support ARA's legislative and regulatory mission on Capitol Hill and with federal agencies. Funding helps ensure that Ag retailers and distributors have a strong voice in the policy and regulatory decision-making process.

ARAPAC's strength helps increase the value of the nation's Ag retailers and distributors and is a necessary political risk management tool for ARA members and staff to educate members of Congress on ARA's public policy priorities. Member support is essential to keep the retail farm supply industry strong. This Committee meets at the winter and fall board meetings, and may hold other meetings or conference calls as necessary. In order to ensure alignment, the Chairman of the Public Policy Committee usually serves as the Vice Chair of the ARAPAC Committee.

Specific functions of this Committee include:

- Promote and encourage ARAPAC funding with members of ARA.
- Monitor compliance with federal regulations pertaining to Political Action Committees.
- Oversee the contributions made from ARAPAC funds.
- Provide an ARAPAC newsletter and other appropriate communications to contributors.
- Expand fundraising opportunities with members to ensure the growth of ARAPAC.
- Communicate successes of ARAPAC to members.

Members of the ARAPAC Committee must be from ARA member firms, be a Leader of Industry (so as to be PAC-eligible), and have given a voluntary, personal contribution to ARAPAC within the past year.

➤ *2011 Leadership: Tip O'Neill (Chair), Gary Farrell (Vice Chair)*

➤ *Primary staff liaison: Richard Gupton*

## Committees Open to Board Members Only

### AUDIT

The Audit Committee selects the firm that conducts the annual audit of ARA's financial statements, reviews the audit with the firm when complete, and presents the results to the Board of Directors. The Audit Committee usually meets at the winter board meeting with the auditor, and may also meet at the fall meeting or by conference call as needed.

- *2011 Leadership: Peter Vail (Chair), Bob Trogele (Vice Chair)*
- *Primary staff liaison: Daren Coppock*

### INVESTMENT POLICY

The Investment Policy Committee supervises the investment of ARA financial reserves and sets parameters for those investments. The Committee usually meets at the winter board meeting with the investment advisor, and may also meet at the fall meeting or by conference call as needed.

- *2011 Leadership: Brian Harlander (Chair), Tip O'Neill (Vice Chair)*
- *Primary staff liaison: Daren Coppock*

### NOMINATING

The Nominating Committee is responsible for recruiting ARA board members on an annual basis and presenting that slate of nominees to the Board for approval. The Nominating Committee also presents a slate of nominations for Officers and members of the Executive Committee. The Committee offers its recommendations at the Fall Board meeting; new directors and officers are seated at the annual conference and take office on January 1. The Nominating Committee is formed in accordance with provisions of the ARA Bylaws, as follows:

- Chairman: ARA Immediate Past Chairman (Scott Ramsdell)
  - Vice-Chair: ARA Chairman Elect (Billy Pirkle)
  - One member each from the Retailer, Crop Protection & Seed, Fertilizer, and Wholesale membership segments. These individuals are appointed annually by the Board Chairman.
- *Primary staff liaison: Daren Coppock*