

**THE PESTICIDE STEWARDSHIP ALLIANCE
BOARD OF DIRECTORS
MEETING MINUTES**

May 9, 2011

Call to Order

Meeting was called to order at 11:04 A.M. Eastern Standard time.

Board and Officer Roll Call

A quorum was present. (Board Members underlined): Cary Hamilton; Ed Cranson; Cam Davreux; Kevin Neal; Nancy Fitz; Fred Gabriel; Allan Hovis; Sandra Keil; Brad Bittleston; Ples Spradley, Bonnie McCarvel; Don Bradley; Don Mullins, and Margret Jones.

Welcome New Board Member Ples Spradley

Ples Spradley was welcomed by the Board as the newest board member.

Approve minutes

a. April 8, 2011 Board Meeting

Comments on April 8th, 2011 board meeting minutes: Nancy Fitz emailed Brad Bittleston about changes that need to be made in the minutes from the April 8th, 2011 meeting. Brad Bittleston let the board members know that he made the changes and resent them to Bonnie McCarvel. There was also another correction in the minutes noted by Margret Jones which was changed. A Motion was made by Nancy Fitz to approve the April 8th 2011 minutes. It was seconded by President Hamilton, motion carried.

Treasurer's Report

Don stated that the Profit and loss looks good and that the cash in the account is at an all-time high

Old Business:

No old business

New business:

a. Committees:

i. 2012 Annual Conference

Ed Cranson stated that we have a contract with the Boise center and the Grove Hotel. He also asks if Bonnie could start advertising for the Grove Hotel to fulfill the January 8th dead line for the block of rooms.

Carol Ramsy has volunteered to head the session planning for drift and Nancy was ask to head the container program, she is asking for assistance on the presentation. Ed Cranson also stated that he needs suggestion on who could head the Ag Plastics programs and the International session.

It was asked if there were any Key note speakers booked. Ed Cranson replied that he is open to suggestions.

ii. Communications Committee Report

Nancy Fitz stated that Lois Levitan sent a link of different webinar services that have a lot of good information on them. She also stated that the container rinsing, training, visual aid that Rob Denny had been working on is now in a format that can be put on the TPSA website. Nancy Fitz further stated that Jay Mirsky is working hard on the website and that they have a mock up version ready for review.

- **The goal is to finalize deliverables for website from International Committee.** Don Bradley stated that the website looks great but they still need pictures for the website.

iii. Election & Bylaws

Sandra Keil stated that there is no update at this point.

iv. International Committee

Don Mullins stated that the prototype brochure for English and French will be put up on the website in different languages. He also said that the brochure will be in PDF format so that people can download it from the website. The brochure will be used this June for training purposes.

b. Work Groups:

a. Ag plastics work group

There was no report.

b. Hazardous Waste

There was no report.

c. PESP looking for TPSA Board member to own our involvement

Nancy Fitz stated that TPSA is a member of the Pesticide Environmental Stewardship Program at EPA and that there is a webinar for PESP members to explain to them about the new program and that it would be a good idea to have a TPSA board member involved with the program. It starts at 3:00 P.M. Est. on Thursday. President Cary Hamilton has volunteered to be that member with Ed Cranson as back-up. Discussion followed.

Other Business

a. Legal Counsel

Chairman Fred Gabriel stated that the previous counsel never panned out so no formal contracts were ever signed.

Bonnie found a new individual by the name Barbara Dunn from Howe and Hutton with an office in St. Louis, Missouri.

Fred discussed a billing rate with Barbara which varies depending on the level of person used.

Chairman Fred Gabriel stated that Barbara Dunn is being looked at to provide counsel on Antitrust Policy, Bylaws and review TPSA's Articles of Incorporation. The cost of having legal representation to review all of TPSA policies could be around \$1000.00. She has not yet submitted a contract to the TPSA Board as of yet.

Ed Cranson made a motion that President Cary Hamilton, Chairman Fred Gabriel and Bonnie McCarvel receive and approve a contract with Howe and Hutton for the benefit of TPSA with the regard to anti-trust, By-Laws, Board of Director Liability and Contract Liability and any additional services needed. It was seconded by Cam Davreux.. Discussion followed. Motion carried.

b. Insurance

Chairman Fred Gabriel and Barbara Dunn of Howe and Hutton discussed Directors and Officers (D&O) Liability Protection and that the general consensus is that we should have liability protection. Bonnie found a company called CNA to give us a quote on D & O Policy.

Chairman Fred Gabriel also stated that the Directors and Officers insurance policy for two year at \$873.00/year.

Don Bradley moved to give Chairman Fred Gabriel and Bonnie McCarvel authority to negotiate with CNA to cover TPSA with a D & O Policy. Cam Davreux seconded the Motion. Discussion followed. Motion was carried by majority.

Ed Cranson moved to amend the motion to review the documents and vote by email by Friday May 13th, 2011. Motion failed.

c. Other

Cary stated that BASF has a product call Termidor that ran into a problem with EPA. To help resolve the situation, BASF would like to use TPSA as an organization for outreach to satisfy the EPA's concerns. They also would like to do a link exchange with TPSA. President Hamilton said that they wanted to do a presentation at the TPSA Conference for educational outreach as well.

Cam Davreux expressed concerns in favoring specific companies. Discussion followed.

Chairman Fred Gabriel asked if BASF had their presentation ready to review. In response President Hamilton said that they have some bullet points but nothing finalized and that when they do have a final presentation then he would get it to the board for review.

Cam Davreux asked if legal counsel Barbara Dunn should weigh in on the BASF educational IPM first before the Board approves it. President Cary Hamilton will go back to BASF and ask for a little more info while TPSA consults with legal counsel.

Cam Davreux suggested that we should put something in TPSA outreach program to state that this is why we are here, to help its members.

President Cary Hamilton also stated that on the website his name is listed under election and bylaws and it should be Sandra's name.

d. In-person Board Meeting

President Cary Hamilton stated that Allan Hovis is willing to host the TPSA in-person meeting at his facility Research Triangle Park, North Carolina on July 14th, 2011.

Don Mullins said that Committee chairs should be present at the meeting. Ed Cranson agreed that the Board of direct needs all the help they can get and that he would like all the directors to be present. President Hamilton said that the TPSA Board needs to figure out what we want to do as a board first. Discussion followed.

Chairman Fred Gabriel would like to have an agenda for July so we know what our strategy is. Fred Gabriel stated that he and President Hamilton could talk with the facilitator supplied by Bayer in regard to an agenda and that June 22nd could be a back-up date.

Cam Davreux was volunteered by Nancy Fitz to sit in on the conversation between Chairman Fred Gabriel and President Cary Hamilton and the Moderator. Bonnie asked if Allan Hovis could get a block of hotel rooms close to his facility.

Next Meeting

Nancy stated that the next meeting should be the weeks of June 6, 13, and 20. She will survey the group to determine the best date.

Adjourn

Meeting adjourned at 12:27 P.M. Eastern Standard Time