**BOARD POLICIES AND PROCEDURES DOCUMENT MATRIX**

* All Board Approved Policies are Marked Numerically
* All Procedures/Protocols independent electronic files are marked Alphanumerically

FOR CHANGES TO POLICIES/PROCEDURES

* Change requests for Policies and Procedures must be sent through Executive Assistant to CEO/COO/CFO for consideration.
  + CEO/COO/CFO will send approval through Executive Assistant for appropriate PROCEDURE changes to be made website.
  + POLICY changes must additionally be approved by the board after approval from CEO/COO/CFO
  + Executive Assistant will act as administrator to the website

DOCUMENT REPOSITORY

1. CODE OF ETHICS

1a. CODE OF ETHICS PROCESS

Best Practices

Contractors’ Code of Ethics

Travel Ethics

1. U.S. SOYBEAN EXPORT COUNCIL (USSEC) CONFLICT OF INTEREST POLICY (To be consistent with the other policies, need to delete “U.S. Soybean Export Council (USSEC)”

2a. Annual Conflict of Interest Disclosure Statement for Directors and Officers (This is not in the Policy Appendix…maybe it should be???/)

* 1. ~~ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT FOR EMPLOYEES AND CONTRACTORS OF THE U.S. SOYBEAN EXPORT COUNCIL (USSEC)~~ This is in the Policy Appendix; would be duplicative if put in as a “process”

1. CONFIDENTIALITY OF INFORMATION

3a. Confidentiality of Information Process (Note: The policy indicates there will be document to sign, but there was not a document in the Redline document I received. This document should be included with this Process)

1. WHISTLEBLOWER POLICY

4a. Whistleblower Process

1. ANTI-HARASSMENT POLICY

5a. Anti-Harassment Process

1. ANTITRUST POLICY

6a. Antitrust Process

1. FRAUD POLICY

7a. Fraud Process (Note at the end of this document a Fraud Response Plan is referred to, which is not included. May want to include it in this process or take out the statement. Also, there is a statement for a signature.)

1. ACCOUNTING POLICY

8a. Accounting Procedures WIP 2017\_05

Although staff is writing all of the Accounting Processes I included these in case they wanted to refer to them from the Redlined document.

8a. Accounting Process – (This is from the Redlined document)

8b. Reimbursable Expenses Process (This is from the Redlined document)

8c. Credit Card and Payroll Process (This is from the Redlined document)

8d. Fixed Assets Process (This is from the Redlined document)

1. BORROWING POLICY

No Process

1. BUDGET APPROVAL

10a. Budget Process (This is from the Redlined document; was in the Accounting Policy)

1. SPONSORSHIP AND ENDOWMENTS POLICY

No Process

1. GIFTS AND DONATIONS POLICY

No Process

1. SOLICITATION OF FUNDS AND FINANCIAL REWARDS POLICY

No Process

1. RESERVE POLICY

14a. Reserve Process

1. BOARD INSURANCE POLICY

15a. Board Insurance Process

1. BUSINESS CONTINUITY POLICY

No Process

1. DELEGATION OF AUTHORITY POLICY

17a. Delegation of Authority Process

1. ADMENDMENT OF BOARD POLICY

18a. Amendment of Board Policy Process

1. EXECUTIVE SESSION POLICY

19a. Executive Session Process

1. RECORDS AND RETENTION POLICY

20a. Records and Retention Process

1. NEPOTISM POLICY

No Process

1. NON-FRATERNIZATION POLICY

No Process

1. CONTRACTS POLICY

23a. CONTRACT PROCEDURES

1. INTERNATIONAL TRAVEL SECURITY POLICY

24a. TRAVEL PROCEDURES

24a. International Travel Security Process (This was in the redlined document)

1. MINUTES POLICY

No Process

1. PECUNIARY REWARDS Note: This policy says “USB” in it and not “USSEC”

No Process

1. ANNUAL INCENTIVE EMPLOYEE COMPENSATION POLICY Did not see this in the Redlined document.

No Process

1. EXECUTIVE COMPENSATION AND INTERMEDIATE SANCTIONS POLICY

No Process

1. USSEC CEO EVALUATION AND POLICY

No Process

30. Approved Policy Appendix – No Processes for any of the following. There is not a specific document for #30. It is only used to be able to label the below.

30a. ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT FOR EMPLOYEES AND CONTRACTORS (Note: The statement for 2a is the one for Directors and Officers. I think they should both be together, so have them as a process under #2, or have them both in the appendix)

30b. ANTIHARASSMENT PROTOCOL (Note: This is also under #5, as 5a Anti-Harassment Process)

Governance

30c. AMENDMENT OF BOARD POLICY (This includes both the policy and procedures. Note the policy was approved above as a separate policy (#18), so this is a duplicate. The process is broken out above as 18a.)

30d. BOARD OF DIRECTOR GENERAL CHARGE (ROLE)

30e. BOARD MEMBER GENERAL CHARGE (ROLE)

30f. BOARD CHAIRPERSON GENERAL CHARGE (ROLE)

30g. BOARD VICE CHAIRPERSON GENERAL CHARGE (ROLE)

30h. BOARD SECRETARY GENERAL CHARGE (ROLE)

30i. BOARD TREASURER GENERAL CHARGE (ROLE)

30j. COMMITTEE MEMBERS GENERAL CHARGE (ROLE)

30k. COMMITTEE CHAIR GENERAL CHARGE (ROLE)

30l. COMMITTEE VICE CHAIR GENERAL CHARGE (ROLE)

30m. COMMITTEE COMMISSIONS (Note: The following are not separate documents they are all included in 30m. However, I would list these on your webpage so they can be easily found.)

Audit and Budget Committee

Governance Committee

Membership/Industry Relations Committee

Executive Committee

30n. INTERNATIONAL MARKETING DIALOGUE (IMD)

30o. BOARD MEMBER AGREEMENT

31. INFORMATION TECHNOLOGY PROCESS (NO ACTUAL BOARD POLICY) (This document is from Redlined document)

31a. IT TRAVEL PROTOCOL

31b. IT ANTIVIRUS PROTOCOL

31c. IT SOCIAL MEDIA AND WEB USAGE PROTOCOL

31d. IT INTERNET USAGE PROTOCOL

31e. ACCESS REQUEST FORM

31f. NEW EMPLOYEE DEFAULT ACCESS PROTOCOL

32. COMMUNICATION PROCESS (No Policy, from Redlined Document. Staff developing)

33. COMMITTEE MEETING PROCESS (No Policy, from Redlined Document. Was a board approved policy before)

34. TASK FORCE PROCESS (No Policy, from Redlined Document.)

35. TRADE SHOW PARTICIPATION PROCESS (No Policy, from Relined Document. Was a board approved policy before)

36. OPEN MEETING PROCESS (No Policy, from Relined Document)

37. CHAIRPERSON EXPENSE REIMBURSEMENT PROCESS (No Policy, from Relined Document, is a USB policy)

38. INTELLECTUAL PROPERTY RIGHTS PROCESS (No Policy, from Redlined Document, is a USB policy)

39. VENDOR/CONTRACTOR MANAGEMENT AND REIMBURSEMENT PROCESS No Policy, from Redlined Document, is a USB policy)

40. CONTRACT MATRIX (Was in the Appendix of the Redlined document)

# CODE OF ETHICS

It is the expectation of USSEC that Board Members, staff, and contractors work under USSEC’s Code of Ethics.

**Ethics - USSEC Professional and Ethical Code of Conduct**

Individuals representing USSEC in any capacity and at any time or place are responsible for their personal conduct. This responsibility means acting with integrity, respect, and in an ethical and professional manner with the public, stakeholders, customers, prospective customers, employees, colleagues, and other participants in the global soy markets. It is also consistent with USSEC’s Code of Ethics and legal standards of its policies regarding conflicts of interest; personal gain; harassment; discrimination; and uncovered state and federal laws.

Ethics can be defined as a set of moral principles or rules of conduct that provide guidance for our behavior when it affects others. Individuals representing USSEC must not engage in any conduct that compro­mises the reputation or integrity of the organization.

Not only does unethical/unprofessional behavior have the potential for serious personal conse­quences — but such conduct from representatives of the organization can damage stakeholder trust and thereby seriously impair the efforts of the organization to achieve its mission. Therefore, when representing USSEC in any capacity one shall act with integrity, respect and in an ethical manner.

Personal responsibility for ethical and professional conduct extends beyond the US borders. It also means understanding and respecting the customs and cultures of our current and prospective international customers and partners.

We are dedicated to show:

1. Respect for the people we work with and serve;
2. Integrity in our actions;
3. Responsibility for our decisions and their consequences.

We are committed to:

* Act honestly, truthfully and with integrity in all our transactions and dealings.
* Avoid conflicts of interest and the appropriate handling of actual or apparent conflicts of interest in our relationships.
* Treat our fellow Directors fairly and to treat every individual with dignity and respect.
* Comply with both the spirit and letter of the law.
* Be a responsible representative of the soybean farmers of the United States and our membership.
* Demonstrate USSEC’s mission and values in our decision making.
* Initiate and promote discussion of controversial issues affecting the industry and organization.
* Respect the confidentiality of sensitive information known due to board service
* Treat our staff and contractors with respect, fairness and good faith, and to provide conditions of employment/engagement that safeguard their rights and welfare.
* Show commitment to cooperation, collaboration and partnership with soybean organizations which represent the farmers and our membership.
* Promote continuous improvement in the accountability, transparency, ethical conduct and the effectiveness of U.S. Soybean Export Council.

We are committed to:

* Use of board time, facilities, equipment, and/or supplies for board purposes only.
* The policy prohibiting the board from receiving or accepting money or any other considerations from anyone or any organization other than the Board – not including salary derived from one’s primary employment – for the performance of duties as a Director, unless approved by USDA.
* The policy prohibiting the board from receiving or accepting anything of value from anyone who is doing or seeking to do business with the board concerned under circumstances from which it reasonably could be inferred that the item was intended to influence the officer in an official action as an officer of the government.
* Not engaging in unauthorized commitments or promises of any kind purporting to bind the Board, or Committees.
* Avoiding preferential treatment to any private organization or individual.

The Code of Ethics will be distributed during orientation to the Directors and staff.

Adhere to the USSEC Values Core Values:

* + USSEC’s Mission is to maximize the use of U.S. soy internationally by meeting the needs of our stakeholders and global customers. We are able to support and achieve this mission by adhering to a set of guiding principles and beliefs. Our overarching commitment is to always act honorably, responsibly and with integrity.
  + The USSEC team is governed by core values that have been approved by the USSEC Board of Directors. These values shape our culture and define the very character of our organization. They guide how we behave and make decisions.
    - Delver World Class Performance – We aim to deliver world class services to our clients, the customers of US soy and our teammates. We act honorably as advocates for U.S. soybean growers. We perform with diligence and perseverance, challenging ourselves to exceed expectations
    - Act Responsibly – We act with integrity in an open and honest manner in all of our relationships. We are good stewards of our resources and recognize that the disciplined management of assets is paramount to our operation. We are ethical, transparent and fiscally responsible. Foster Our Diversity – We operate in over 70 counties. We help our teammates, and the communities in which we live and work, reach their full potential. We respect every individual and believe that our diverse backgrounds and experiences make us stronger.
    - Trust Our Team – We believe that the best outcomes are achieved with teamwork. When we work together with trust, shared ownership and accountability, we all succeed.

**1a. CODE OF ETHICS PROCESS**

Updated July 24, 2017

* Recognize that the chief function of USSEC at all times is to serve the best interests of soybean producers and USSEC membership.
* Accept as a personal duty the responsibility to inform fellow Directors and staff on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency and effectiveness.
* Respect the structure and responsibilities of the Board of Directors (the "Board"), provide them with facts and advice as a basis for making policy decisions and uphold and implement policies adopted by the Board.
* Strive for personal and professional excellence and encourage the professional developments of others.
* Devote time to learning USSEC functions—its uniqueness, strengths, and needs, its place in the industry.
* Carefully prepare for, regularly attend and actively participate in Board meetings and committee assignments.
* Accept and abide by the legal and fiscal responsibilities of the Board as specified in USSEC's Articles of Incorporation and Bylaws.
* Vote according to one’s individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the Board and work with fellow Directors in a spirit of cooperation. To recognize that the USSEC Board Chairperson speaks on behalf of the Board.
* Maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.
* Understand the role of the Board as a policy-making body and to avoid participation in USSEC daily management.
* Learn and consistently adhere to designated USSEC communication’s channels when responding to inquiries concerning the status of USSEC.
* Become familiar with and committed to the major responsibilities of a governing board:
  + - Setting mission and purposes
    - Adhering to the chief executive succession plan
    - Monitoring the chief executive’s performance
    - Assessing Board performance
    - Participating in strategic planning and performance measurements
    - Reviewing programs
    - Ensuring adequate resources
    - Ensuring good management

**Contractors’ Code of Ethics**

It is the unfailing expectation of USSEC that all contractors work under USSEC’s Code of Ethics.

**Travel Ethics - USSEC Professional and Ethical Code of Conduct**

Individuals representing USSEC in any capacity and at any time or place are responsible for their personal conduct. This responsibility means acting with integrity, respect, and in an ethical and professional manner with the public, stakeholders, customers, prospective customers, employees, colleagues, and other participants in the global soy markets. It is also consistent with USSEC’s Code of Ethics and legal standards of its policies regarding conflicts of interest; personal gain; harassment; discrimination; and uncovered state and federal laws.

Ethics can be defined as a set of moral principles or rules of conduct that provide guidance for our behavior when it affects others. Individuals representing USSEC must not engage in any conduct that compro­mises the reputation or integrity of the organization.

Not only does unethical/unprofessional behavior have the potential for serious personal consequences but such conduct from representative of the organization can damage stakeholder trust and thereby seriously impair the efforts of the organization to achieve its mission to “Maximize the use of U.S. soy internationally by meeting the needs of our stakeholders and global customers.” Therefore, when representing USSEC in any capacity one shall act with integrity, respect and in an ethical manner.

Personal responsibility for ethical and professional conduct extends beyond the US borders. It also means understanding and respecting the customs and cultures of our current and prospective international customers and partners.

One’s conduct in an ethical and professional manner is not limited to the formal and organized sessions like meetings, appointments, seminars, conferences, conventions, receptions, and meals. It extends to informal and social gatherings of one-on-one or a small group, and even where you may not be “officially” representing USSEC but your capacity is obvious and your actions and conduct can be connected to the organization. You are never “off the clock” when representing USSEC in an official capacity – and in some instances in an unofficial capacity. One should avoid any action that may discredit our organization or industry.

When interacting with the public, stakeholders, customers, prospective customers, employees, colleagues, and other participants in the global soy markets representing USSEC in an official (and potentially an unofficial one), individuals should always keep the following questions in their mind when making a decision about a possible course of conduct in any circumstance – formal, informal, or social:

* Are my actions illegal or unethical?
* Am I being fair and honest?
* Am I being respectful?
* Would I be unwilling or embarrassed to tell my family, friends, co-workers, or fellow volunteers and leaders?
* Would USSEC’s reputation be harmed if the action were revealed in the newspapers?
* Am I personally uncomfortable about the course of action?
* Could someone’s life, health, safety, or reputation be endangered by my action?
* Could the intended action appear inappropriate to a third party?

When travelling internationally, USSEC will provide the participants appropriate instruction on the customs and cultures of the countries they will be visiting so the participant represents the soy industry as courteous and respectful when meeting with the country representatives and interacting with the people in the country.

# CONFLICT OF INTEREST POLICY

Conflicts of interest can arise in many different situations, the primary two being a transaction between USSEC and the Director, employee or contractor or a family member of the employee or contractor, or a transaction between USSEC and an entity in which the employee or contractor has a personal interest. A conflict of interest exists when a Director, an employee or contractor has a personal interest in the outcome of USSEC’s action, or where USSEC’s action will give the interested Director, employee or contractor a direct or indirect business advantage or pecuniary benefit not available to other USSEC employees or contractors.

For purposes of this policy statement, a Director, an employee or contractor shall have no personal interest in a contract or other action of USSEC if any of the following class of persons would derive from the proposed action a direct or indirect business advantage or pecuniary benefit not available to other USSEC employees or contractors, in an amount different from that accruing to producers generally:

A. The Director, Employee or Contractor

B. An entity in which the Director, Employee or Contractor is a shareholder

C. An entity in which the Director, Employee or Contractor is a Board member

D. A member of the Director’s Employee’s or Contractor’s immediate family.

Immediate family shall mean the Director’s Employee’s or Contractor’s spouse, child or child's spouse, siblings and parents.

Directors, Employees and Contractors shall act in the best interests of USSEC while serving or employed. Proper administration of all USSEC resources is important to the continued success of the organization. As such, Directors, Employees and Contractors shall avoid any situation where there is a potential conflict of interest or an appearance of impropriety. Contracts or other actions where a Director, an Employee or Contractor has a personal interest are strongly discouraged.

If, however, USSEC wishes to discuss a contract or other proposed action involving a Director, an Employee or Contractor or entity in which the Director, Employee or Contractor has a personal interest, USSEC shall strictly adhere to the following policy:

A. The interested Director, Employee or Contractor must fully disclose to USSEC’s Officers personal interest in the proposal.

B. The interested Director, Employee or Contractor may explain the benefits of the proposal to USSEC’s Officers and participate in some discussion of the proposal. However, the Director, Employee or Contractor must then leave the meeting to allow USSEC’s Officers to discuss the proposal without the presence of the interested Director, Employee or Contractor.

C. USSEC’s Officers must consider whether the proposal is fair and reasonable to USSEC and must consider the proposed relationship objectively, as if the interested Director, Employee or Contractor would not benefit from the relationship. USSEC’s Officers shall avoid all appearances of impropriety.

**2a. ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT FOR DIRECTORS AND OFFICERS**

Updated July 24, 2017

I, the undersigned Director or Officer of USSEC, hereby state that the best of my knowledge except as noted below:

1. I do not have a position with or significant ownership interest (10% or more) in any corporation, partnership, or other legal entity that transacts business with USSEC.
2. I, as an individual, do not transact any business with USSEC.

1. No member of my family within the first degree of consanguinity is an employee of USSEC or would come within the meaning of Assertion No. 1 or No. 2 above.

List here any exceptions to the above statements:

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I agree that if any situation arises that in any way contradicts the above statements, I will immediately notify the Chairman of USSEC of any conflict, real or potential, and make full disclosure thereof. I have read and understand the USSEC Conflict of Interest Policy.

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USSEC Director or Officer

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date

# CONFIDENTIALITY OF INFORMATION

Confidentiality is a hallmark of professionalism within USSEC.

It is the policy of USSEC Directors, contractors, and employees not to disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with USSEC to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom USSEC has authorized disclosure. Directors and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for USSEC. This policy is not intended to prevent disclosure where disclosure is required by law.

A document requiring signature upon orientation will be required of staff, contractors, and USSEC Directors.

**3a. CONFIDENTIALITY OF INFORMATION PROCESS**

Updated July 24, 2017

All information distributed among USSEC offices, such as contract terms, personnel information, RFP responses, etc., are considered to be of confidential nature. Staff and contractors of USSEC are required to maintain confidentiality of this information and documentation at all times.

Staff and contractors should be aware that maintaining confidentiality is becoming more difficult. While information technology can improve workload, it can also increase the risk of unauthorized use, access and disclosure of confidential information. All personnel files should be maintained in the USSEC office in a fire safe locked cabinet that is only accessible by the CEO, HR designee and Executive Assistant.

USSEC Directors and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Directors and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

Ensure that all nonpublic information about other persons or firms acquired by USSEC personnel in dealing with outside firms on behalf of USSEC is treated as confidential and not disclosed.

At the end of a Director’s term in office or upon the termination of an employee’s employment, he or she shall return, at the request of USSEC, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession.

# WHISTLEBLOWER POLICY

The Whistleblower Policy encourages and empowers USSEC directors, employees, members and contractors to comply with the Code of Ethics and report violations or suspected violations, inappropriate allocation or diversion of USSEC resources.

A document requiring signature upon orientation will be required of staff, contractors, and USSEC Directors.

**4a. WHISTLEBLOWER PROCESS**

Updated July 24, 2017

The USSEC Code of Ethics requires the Directors, employees and contractors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. USSEC’s assets must be directed toward the accomplishment of mission and purpose and not diverted or manipulated to serve private interests. Directors, employees, contractors and representatives of USSEC must practice honesty and integrity in fulfilling responsibility and comply with all applicable laws and regulations.

**Reporting Responsibility**

* Theft,
* Unauthorized reimbursement of personal expenses;
* Financial reporting that is knowingly or intentionally misleading;
* Improper or undocumented financial transactions;
* Improper destruction of records;
* Improper use, including unauthorized or undocumented person use, of assets;
* Any other improper occurrence regarding cash, financial procedures, or reporting;
* Violations USSEC’s Conflict of Interest policy; and

1. Any other violations of USSEC’s policies and procedures.

**Reporting Violations**

The Code of Ethics addresses USSEC’s open-door policy and suggests that the Directors, staff and contractors share their questions, concerns, suggestions or complaints with someone who can address them properly.

1) In most cases, a staff’s or contractor’s supervisor is in the best position to address an area of concern. If staff or contractors are not comfortable speaking with their supervisor or are not satisfied with the supervisor’s response, you are encouraged to reach out to the CEO, HR designee or Board Chairman.

2) Supervisors and managers are required to report suspected violations of the Code of Ethics to USSEC’s Responsible Person (CEO, HR designee or Board Chairperson), who have specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or comfortable with following USSEC’s open-door policy, individuals should contact USSEC’s CEO, HR designee or Board Chairman directly.

**Handling of Reported Violations**

The Responsible Person (CEO, HR designee or Board Chairperson) shall take the following steps:

1. Acknowledge receipt of the reported violation or suspected violation within five business days (unless the report was made anonymously).
2. Take appropriate action to investigate the reported allegation;
3. If, after such investigation, the Responsible Person reaches the conclusion that no misuse has occurred, the Responsible Person shall forward a final written report to the Executive Committee and meet with the Whistleblower (unless the report was made anonymously) for the purpose of providing a copy of the Responsible Person’s report and discussing the report, including decisions regarding the report and recommended resolutions;
4. Any reported misuse that is believed to be credible and does not exceed $500 may be resolved by the Responsible Person, with a report to the Executive Committeeand the Board of Directors; and
5. Any reported misuse that is believed to be credible and exceeds $500, shall be forwarded to the Executive Committee. The Executive Committee shall afford the person accused of the misuse an opportunity to defend the accusation in a proceeding that is fair and reasonable. Thereafter, the Executive Committee may further investigate the reported misuse, as it deems appropriate.
6. For any reported misuse that is believed to be credible, a final report is to be made to the Board of Directors.

The Executive Committee shall determine whether a misuse has occurred, with an affirmative finding requiring a two-thirds majority vote of the disinterested committee members. If the Executive Committee determines that a misuse has occurred, it shall consider and take appropriate action which may include, but not be limited to: (a) requiring the return of any misappropriated assets or funds; (b) removal or dismissal of the person who committed the misuse; and (c) reporting the misuse to the appropriate legal and law-enforcement authorities.

**Acting in Good Faith**

Anyone who files a complaint concerning a suspected violation of the Code of Ethics must have reasonable grounds for believing the information disclosed is true and correct. Unsubstantiated allegations that prove to have been made maliciously or without factual basis will be viewed as a serious disciplinary offense.

**No Retaliation**

No Director, Officer, employee, member or contractor who in good faith reports a violation of the Code of Ethics shall suffer harassment, retaliation or adverse employment consequence. A Director, employee, member or contractor who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including removal and/or dismissal. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within USSEC prior to seeking resolution outside of USSEC.

**Accounting and Auditing Matters**

The Executive Committee (or Audit and Budget Committee) shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Finance Committee and/or Responsible Person shall immediately notify the Executive Committee and work with the Executive Committee until the matter is resolved.

**Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. The U.S. Soybean Export Council will keep a complaint confidential throughout the investigation to the extent practicable and appropriate under the circumstances. However, the Whistleblower should be aware that, in some instances, preserving anonymity could make it more difficult to investigate the report and ensure appropriate resolution of the allegation.

1. **ANTI-HARASSMENT POLICY**

The U.S. Soybean Export Council is committed to providing a work environment in which all USSEC Directors, employees and contractors are treated with courtesy, respect and dignity. The Organization does not tolerate or condone any actions by anyone (Director, employee or contractor) that constitute any kind of harassment or discrimination, including sexual harassment, of any employee, contractor or director.

**5a. ANTI-HARASSMENT PROCESS**

Updated July 24, 2017

Prohibited Conduct

* Unlawful harassment is verbal, physical or non-verbal conduct that belittles or shows hostility or aversion toward an individual because of race, color, gender, religion, national origin, age, sexual orientation, citizenship status, pregnancy, mental or physical disability, veteran status, political beliefs, marital or family status, or any other characteristic to the extent prohibited by Federal, state or local laws.
* Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal, written or physical conduct of a sexual nature by employees, supervisors, managers or directors where such conduct is either:
* made an explicit or implicit term or condition of employment;
* is used as the basis for employment decisions affecting employees; or

has the purpose or effect of substantially interfering with an employee’s work by creating an intimidating, hostile or offensive working environment.

* Under most circumstances, harassment refers to the type of conduct that is pervasive, repetitive and sufficiently severe to alter the conditions of an employee’s employment. Such conduct may include, but is not limited to, repeated and unsolicited, unwelcome or unwanted comments with sexual overtones, sexual jokes or ridicule, physical gestures or actions of a sexual nature or offensive comments about one’s race, color, ancestry, national origin, age, disability, religion, sex or sexual orientation. Harassment may also refer to a single incident that is sufficiently outrageous or harmful, in and of itself, that it substantially alters the conditions of an employee's employment or interferes with that individual's ability to perform job related responsibilities. Such conduct may include, but is not limited to, a demand for sex in order for an employee to keep his or her job or a promise of a promotion in return for sexual favors

Reporting Harassment

* Any person who believes he or she is a victim of harassment, including sexual harassment, discrimination or retaliation, the following steps should be taken:
* Tell the harasser to stop, if feasible.
* If, however, a person is not comfortable confronting the offender, he or she should promptly report the conduct to the CEO, HR designee or Board Chairman.
* A contractor’s staff may also report the behavior to his or her supervisor, who should then report the behavior to one of the individuals listed above.
* Keep records of the incident in a secure location within HR, specifically what occurred and what was said.
* Report repeated unwelcome behavior or incidents of harassment as soon as possible to your immediate supervisor, Human Resources designee, Board Chairman or CEO.
* A prompt and thorough investigation of all complaints of harassment, discrimination and retaliation will be made. The investigation will be made in such a way as to maintain confidentiality to the greatest extent possible.

Retaliation Prohibited

* All persons should report all forms of harassment without fear of reprisal. The Organization takes all discrimination and harassment claims seriously. A person subject to retaliation should report the conduct immediately. USSEC will take appropriate disciplinary action.

Responsive Action

* If it is determined that inappropriate conduct has occurred, the Organization will act promptly to eliminate the offending conduct and impose disciplinary action up to and including separation of employment, when appropriate. If it is determined that inappropriate conduct has been committed by one of our customers, vendors or clients, appropriate action will be taken. A Director will be dealt with in a manner calculated to end any offensive conduct and prevent future misconduct. If appropriate, the Board Chairman or designated Officer will recommend the Director be removed.
* If an investigation reveals that sexual harassment has occurred, the harasser may also be held legally liable for his or her actions under Federal or state anti-discrimination laws or for separate legal actions that pertain to the overseas jurisdiction in which the alleged offense occurred.

Responsible Person is defined as the CEO, HR designee or Board Chairperson.

Confidentiality

* Violations or suspected violations may be submitted to the Responsible Person on a confidential basis by the complainant or may be submitted anonymously. USSEC will keep a complaint confidential throughout the investigation to the extent practicable and appropriate under the circumstances.

The Organization will not tolerate frivolous claims of harassment.

# ANTITRUST POLICY

It is USSEC’s policy to comply strictly with all laws related to the conduct of its activities, including the antitrust laws of the United States and all states. It is the responsibility of all USSEC directors, staff and other participants to familiarize themselves with this Antitrust Policy Statement and to conduct all USSEC sponsored meetings and activities in strict accordance with this Antitrust Policy Statement. The Guidelines are intended to provide basic guidance on the antitrust laws that may be applicable to USSEC’s activities, but legal counsel should be consulted in all cases involving specific situations, interpretations or advice.

An Antitrust Statement will be reviewed at the beginning of all USSEC Board and Official Business Meetings.

**6a. ANTITRUST PROCESS**

Updated July 24, 2017

This process statement contains USSEC "Antitrust Guidelines" This statement is intended to make USSEC directors, staff and other participants aware that federal and state antitrust laws apply to USSEC’s activities and USSEC’s policy with respect to compliance with such laws and to serve as a basic guide to assist USSEC and its directors, staff and other participants in conducting meetings and other activities in compliance with the antitrust laws.

Antitrust laws apply generally to the private business community and apply to trade associations and their members to a particular degree. A trade association by nature is a combination of competitors that has the capacity to be a conduit for collusive action resulting in an illegal restraint of trade. Two of the principal antitrust laws are applicable to trade associations: Section 1 and 2 of the Sherman Act, which prohibit contracts, combinations and conspiracies in restraint of trade and monopolization and attempts and conspiracies to monopolize, and Section 5 of the Federal Trade Commission Act, which establishes broad prohibitions against unfair methods of competition and unfair or deceptive business acts or practices.

In addition to USSEC’s firm commitment to the principles of competition served by the antitrust laws, the penalties that may be imposed upon USSEC, its directors, staff and other participants for a violation of the antitrust laws are so severe that good business judgment demands every effort be made to avoid any such violation. Because a person's mere presence at a meeting at which an illegal discussion takes place, even if the person disagrees with it, can, in certain instances, be sufficient to conclude that the individual is part of an alleged conspiracy, everyone involved in USSEC meetings and activities must be mindful of any potential antitrust violation. If any director, staff member or other participant observes behavior not in compliance with this Antitrust Policy Statement, he or she must immediately contact USSEC’s Chief Executive Officer. Any violation of this Antitrust Policy Statement may result in immediate suspension from participation in USSEC activities, and if applicable, immediate removal from any office or director position or termination of employment.

**ANTITRUST GUIDELINES**

This section describes some of the types of activities and practices that courts have found to constitute violations of the Sherman Act. USSEC directors, staff and other participants must take extreme care to avoid even the appearance of engaging in these types of activities, as well as any others which could be construed as having an anticompetitive intent or purpose. At the end of these Guidelines are a list of rules (in the form of do's and don'ts) for USSEC to circulate on a regular basis, no less frequently than annually. In addition, each director, employee and contractor shall annually sign an Antitrust Affidavit that acknowledges such person's review and understanding of USSEC’s Antitrust Policy Statement.

*Per se* violations of the antitrust laws have traditionally included agreements among competitors that have the purpose and effect of "fixing prices," "allocating territories," or "boycotting third parties." Under the antitrust laws, "price fixing" includes much more than an agreement to set prices at a particular level, within a specific range, or in accordance with a particular formula. It potentially includes any agreement that tends to raise, fix, stabilize or otherwise affect price. Thus, even if the parties permit the price to vary somewhat under the agreement, the agreement is illegal if it has the effect of stabilizing the price among those participating in the conspiracy. Similarly, price fixing includes agreements to control other factors that directly or indirectly affect price, such as establishing production levels, setting uniform discounts, credit terms, or agreeing on matters relating to costs, especially when those costs account for a substantial percentage of the final price.

Territorial or market allocation involves an agreement among competitors operating at the same level of the market structure--such as growers, distributors, etc.--to divide the market in such a way as to allow each party to the agreement to serve its share of the market without competition from the others. Such prohibited allocations in the past have been made on the basis of geographical boundaries or particular types of customers.

Group boycotts or "refusals to deal" are considered *per se* violations in certain instances. Agreements or collective action to refuse to deal with certain suppliers, customers, or other competitors, or to undertake actions that tend to exclude certain participants from the marketplace or deny them access to a significant competitive benefit available to others in the market are prohibited. Before the *per se* rule is applied, however, several factors are considered, such as whether the activity was undertaken for an anticompetitive purpose, whether the group possesses market power, and whether it holds exclusive or unique access to a business element necessary for effective competition.

In the trade association context, group boycott issues may arise in relation to participation or exhibition restrictions, or in disciplinary or expulsion action against participants. Because these situations must be analyzed closely in accordance with strictly defined legal guidelines, counsel should be notified prior to USSEC’s consideration of any of these actions.

In addition to the issues described above, other antitrust problems may arise where trade association activities are undertaken which may have anticompetitive effects on non-members. Particular guidelines must be followed before undertaking any USSEC project, such as an industry survey or other statistical program, or petitioning industry or government organizations on matters that may have a competitive impact on non-members. Accordingly, counsel must be contacted before discussing or planning these programs.

*The following rules are applicable to all USSEC meetings and activities and must be observed in all situations and under all circumstances, without exception or qualification other than as noted below. They also serve as a checklist of antitrust "Do's" and "Don'ts" for use by USSEC directors, staff and other participants in the conduct of USSEC sponsored activities, including informal or social gatherings. Participants in USSEC sponsored meetings and activities should understand the purpose and authority of the groups or committees in which they participate and should comply with USSEC’s Antitrust Policy Statement. This is not intended as an exhaustive list, however, and directors, staff and other participants are encouraged to seek the guidance of USSEC’s Chief Executive Officer or counsel whenever questions arise.*

**Don'ts**

Do Not--in fact or appearance--discuss or exchange information with actual or potential competitors regarding any of the following matters, either on USSEC website, during USSEC sponsored meetings or activities or otherwise:

* Individual company prices, price changes, price differentials, mark-ups, discounts, allowances, credit terms, costs, production levels, capacity, sales, etc.
* Plans of individual companies concerning the design, production, distribution or marketing of particular products, including proposed territories or customers.
* Division or limitation of sales to particular territories, customers or classes of customers.
* Refusal to sell to or purchase from, or termination or modification of sales or purchase arrangements with representatives, distributors, or other third parties, or prices or terms of sale or resale by customers.
* Industry pricing policies, price levels, price changes, differentials and/or changes in industry production, capacity or inventories.
* Matters relating to actual or potential individual suppliers or customers that might exclude them from any market or of influencing the business conduct of firms toward such suppliers or customers.
* Limiting or eliminating competition in any way, or efforts to create a monopoly.
* USSEC participation, denial of participation, or expulsion of participants other than in formal meetings with the participation of counsel.

**Do's**

* Before meetings, prepare and have counsel review agendas of particular items of potential competitive significance to be discussed at meetings and adhere to the agenda unless additional matters for discussion have been approved in advance by USSEC staff or counsel.
* Ensure that draft meeting minutes are promptly prepared after each meeting and then circulated to meeting participants to determine that the minutes accurately reflect the proceedings.
* Protest any discussions or meeting activities that appear to violate the antitrust laws or this Antitrust Policy Statement, disassociate yourself from any such discussions or activities and leave any meeting in which they continue. Be sure that USSEC staff and counsel are made aware of any such activities.
* Provide USSEC directors, staff and other participants with a copy of this Antitrust Policy Statement and have a copy available for reference at all USSEC sponsored meetings.

# FRAUD POLICY

The company fraud policy is established to facilitate the development of controls that will aid in the detection and prevention of fraud against USSEC. It is the intent of USSEC to promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

**7a. FRAUD PROCESS**

Updated July 24, 2107

Introduction

The objective of the Fraud Prevention Response Plan is to safeguard U.S. Soybean Export Council's (USSEC) finances, company assets and resources against fraudulent acts. USSEC, which derives a significant proportion of its income from governmental funds, has a particular responsibility to ensure that income and resources are used solely for the purposes intended.

Occupational fraud and abuse fall into four main categories:

1. Theft, the misappropriation or misuse of assets for personal benefit;
2. Bribery and corruption;
3. Financial statement fraud including false accounting and/or making fraudulent statements with a view to personal gain or gain for another: for example falsely claiming overtime, travel and subsistence, sick leave or special leave (with or without pay);
4. Externally perpetrating a fraud against an organization.

Definitions

1) Fraud: For practical purposes and for this manual, fraud may be defined as the use of deception with the intention of obtaining an advantage, avoiding an obligation or causing loss to the organization. It is a deliberate intent to acquire money or goods dishonestly through the falsification of records or documents; the deliberate changing of financial statements or other records by either a volunteer, contractor or staff member of USSEC.

Fraud includes but is not limited to the following acts:

* Any dishonest or fraudulent act, including collusion
* False representation of financial documents
* Misappropriation of funds, supplies, or other company assets
* Impropriety in the handling or reporting of money or financial transactions
* Disclosing confidential and proprietary information to outside parties
* Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to the Company.
* Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment; and/or
* Any similar or related irregularity

2) Theft : Dishonestly acquiring, retaining or disposing of physical or intellectual property belonging to USSEC's funding sources or to individual members of the organization

3) Misuse of equipment: Deliberately misusing materials or equipment belonging to USSEC.

4) Abuse of position: Exploiting a position of trust within the organization.

5) Members of the organization: This includes staff, executive management, volunteers and contractors of USSEC.

6) Executive team: Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.

Philosophy

* + 1. USSEC is committed to the continuous improvement of fraud prevention and detection techniques.
    2. Executive management has a responsibility to ensure adequate anti-fraud measures and controls  
       are present in systems. However, staff members are equally expected to be vigilant and play an active part in fraud prevention.
    3. The overt investigation of all actual or suspected instances of fraud and the prosecution of  
       offenders provides an effective deterrent. Therefore, all known or suspected incidences of fraud will be thoroughly investigated and documented.
    4. The investigation of fraud involving any USSEC staff member is best conducted independently -ie, outside the control of the line management of the area in which the investigation will take place.

Corporate Objectives

* + - 1. To develop an anti-fraud culture and define management and employee responsibilities in this area.
      2. To reduce the opportunity for fraud by introducing preventative and detective measures into systems and processes.
      3. To ensure that anti-fraud controls are considered and built into new systems and processes at the design stage.
      4. To promote an open and ethical culture within the organization which deem unethical behavior unacceptable.
      5. To increase the vigilance of management and staff through raising fraud risk awareness.
      6. To ensure that the Executive Management meets their statutory responsibilities towards fraud as per the Foreign Agricultural Service (FAS) and the Act & Order for the United Soy Bean Board (USB).
      7. To learn from previous incidents and recycle lessons and experiences in fraud prevention and detection globally.
      8. To encourage management and staff to report their suspicions while guaranteeing anonymity where requested.

Fraud Procedures

To achieve this USSEC will comply with the requirements of FAS and USB to:

* Develop and maintain effective internal controls;
* Ensure that if fraud occurs a vigorous and prompt investigation takes place;
* Take appropriate disciplinary and legal action in all cases, where justified;
* Review systems and procedures to prevent similar frauds;
* Investigate whether there has been a failure in supervision and take appropriate disciplinary action where supervisory failures occurred; and
* Record and report all discovered cases of fraud.
  1. The following procedures apply to all staff members, members of management and third party contractors:
* USSEC staff members, management and third party contractors must have, and be seen to have, the highest standards of honesty, propriety and integrity in the exercise of their duties.
* USSEC will not tolerate fraud, impropriety or dishonesty and will investigate all instances of suspected fraud, impropriety, or dishonest conduct by any member of the organization.
* USSEC's staff member, managers or third party contractors must not defraud the organization or other members of the organization.
* USSEC reserves the right to take action, including dismissal and/or criminal prosecution against any staff member, management or third party contractor who defrauds or attempts to defraud USSEC.
* USSEC will co-operate fully with an external investigating body.
* USSEC will always seek to recover funds lost through fraud.
* All frauds or suspected frauds will be reported to Executive Management and Compliance immediately.
* After a preliminary investigation, USSEC will Inform FAS and USB in accordance with the terms and conditions of the grant in any case where it is believed that fraud or abuse of company funds or assets are present.

1. Any staff member who suspects or has knowledge of fraud or any fraudulent acts must report the matter immediately to a member of the Executive Management or via the company hotline program. Failure to report concerns of fraud may result in disciplinary action, up to and including termination.

* All concerns of fraud will be immediately investigated, as outlined in the Fraud Response Plan, and the name of the individual who reports a concern of fraud will be kept confidential. In order to maintain confidentiality, and prevent compromising any related investigations, employees who are aware of any circumstances of fraud should not discuss those circumstances with other employees or with any other person other than those directly involved in the investigation.

Methods for Fraud Prevention and Detection

The aftermath of fraud is costly, time-consuming, disruptive and unpleasant. The major thrust of any anti-fraud strategy should therefore be prevention. The following are measures that USSEC is currently utilizing or will put in place include, but not limited to:

1. Conduct pre-employment screening on all new hires which may include but is not limited to:

* Criminal records check
* Credit check (if applicable to their job position)
* Reference checks
* Past employment verification
* Verification of eligibility for employment thru eVerify
  1. Company Culture - Setting an ethical "tone at the top"
* Executive Management will foster and instill an organizational culture of honesty and high integrity by living the values set forth by the organization.
* All staff members and management are expected to lead by example in adhering to policies, procedures and best practices. Equally suppliers and third party contractors are expected to act with integrity and without intent to commit fraud against USSEC in any dealings.
* As part of the culture, Executive Management will provide clear direction by which concerns regarding fraud can be raised by any staff member of USSEC, third party contractors or suppliers through a whistleblowing policy.
* Executive Management is expected to deal promptly, firmly and fairly with suspicions and allegations of fraud or corrupt business practices.

1. Implement strong internal control mechanisms as documented in the *Policies and Procedures  
   manual dated August 16, 2012.* Internal controls can be detective, corrective, or preventive by nature as follows:

* Preventive controls are designed to keep errors or irregularities from occurring.
* Detective controls are designed to detect errors or irregularities that may have occurred.
* Corrective controls are designed to correct errors or irregularities that have been detected.

1. Conduct an annual fraud risk assessment

* Review and assess internal controls for breakdowns in the system
* Audit various financial transactions for compliance to USSEC's Policy and Procedures manual dated August 16, 2012.
* Assess the company culture and identify opportunities as to why and how fraud may occur

1. Conduct and document anti-fraud training with all staff members, management and contractors annually which includes but is not limited to:

* Foreign Corrupt Practices Act (FCPA)
* Conflict of Interest training
* Occupational Fraud Training
* Code of Conduct Training

1. USSEC's employee handbook and company Policies and Procedures will define the boundaries for acceptable conduct.
2. HR best practices will include creating a positive work environment for all USSEC members, delivering timely performance appraisals and conducting exit interviews prior to any member leaving the organization.
3. Fraud risk will be assessed regularly as part of the business's risk management process, and at the design stage of new systems and processes. Cost-effective controls will be introduced where appropriate.
4. Regular audits will be completed on key controls and other high risk areas to ensure the  
   risk for fraud is mitigated.

A Fraud Response Plan has been developed to ensure appropriate and timely action is taken if  
fraud is suspected or uncovered.

Retaliation and retribution will not be tolerated against any employee or officer who reports suspected fraudulent or corrupt activities. However, if an employee is determined to have acted maliciously or with deceit when reporting fraudulent activities, the employee will be subject to disciplinary action.

All reports will be taken seriously and will be investigated. If necessary, USSEC will notify and fully cooperate with the appropriate law enforcement agency in the investigation. Any investigation resulting in the finding of fraud will be referred to USSEC for further action. Fraudulent or corrupt activities that result in disciplinary action will be recorded in the individual employee file. All offenders, no matter their position within USSEC will be treated equally regardless of their position or years of service. Determinations of disciplinary action will be made based on a finding of fact in each case, actual or potential damage to USSEC, cooperation by the offender, and legal requirements.

Depending upon the severity of the offense and the facts of each individual case, action against an employee can range from written reprimand to legal action – either civil or criminal. In all cases involving monetary fraud, the amount taken or cost to USSEC shall be repaid to the, or, if allowed to maintain a position of employment, the monetary amount shall be deducted from the party’s paycheck.

All Board Members, employees and contractors of USSEC are expected to act with integrity. This requires that professional ethics be practiced at all times.

I have read the USSEC Fraud Policy, it has been fully explained to me, and I understand its contents and have received a copy for my use.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed employee or Board member name

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature Date

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Supervisor’s or Chairperson’s signature Date

1. **ACCOUNTING POLICY**

USSEC accounting procedures are conducted in accordance with the Generally Accepted Accounting Principles. USSEC operates on an accrual basis of accounting, whereby expenditures are classified at the time they are committed. All expenses are reviewed prior to payment in order to ensure they are in compliance with USSEC’s funding sources policies and procedures.

# 8a. ACCOUNTING PROCEDURES

**OVERVIEW**

The CEO will oversee and ensure the CFO is responsible for:

* Establishing internal controls.
* Establishing a standardized chart of accounts that provides for accurate and consistent recording and reporting of accounting transactions in accordance with Generally Accepted Accounting Principles
* Ensuring adequacy of chart of accounts recording and reporting of accounting transactions in order to comply with all Board required reporting guidelines, such as reporting by budget and fiscal year.
* Ensuring all month end close activities are completed in a timely manner.

A uniform and consistent process will be followed for adding, deleting and modifying the chart of accounts and the financial reporting structure.

Accounting will implement month-end procedures including all necessary reconciliations, accruals and journal entries. These will reflect the appropriate authorizations and audit trail.

The Accounting department performs the necessary procedures to review, approve, and record all accounting transactions in accordance with USSEC compliance regulations and Generally Accepted Accounting Principles.

**GENERAL LEDGER**

The General Ledger (GL) is the collection of asset, liability, net asset, revenue, and expense accounts. It is used to accumulate all financial transactions which provide the details needed for financial reporting purposes.

**CHART OF ACCOUNTS**

The Chart of Accounts (COA) is the framework within the GL. It consists of account titles and account numbers (4 digits) used to organize transactions by type. USSEC’s chart of accounts is comprised of five types of accounts numbered as below.

Assets 1000-1999

Liabilities 2000-2899

Net assets 2900-2999

Revenues 3000-3999

Expenses 4000-9999

**ACCOUNT STRUCTURE**

Sub-accounts are used with each account number to further segregate data. Sub-accounts are 10 alpha/numeric characters that allow the grouping of transactions according to funding source, region, country, target area, and expense class.

**FINANCIAL CONTROLS**

Separation of duties is an essential internal control process in which financial tasks and privileges are separated between multiple users so as to prevent fraud and minimize error. USSEC’s separation of duties is outlined in the Delegation of Authority matrix.

**Banking**

* + - Whenever possible, separate bank accounts will be maintained for the funding sources listed below. In the event the account is shared, funds are segregated by subaccount in order to ensure the funds are segregated.
    - USB
    - FMD
    - MAP
    - FAS Other (QSP, EMP)
    - Membership
      * Board-Designated
      * Undesignated
      * Contingent Liabilities
      * Reserve
  + Positions authorized on bank signatory cards per the DOA MATRIX
  + All payments will be authorized per the DOA MATRIX
  + U.S. deposits will occur as needed and will be approved according to the DOA MATRIX
  + A line of credit is maintained for the sole purpose of Checkoff-eligible expenditures. The renewal of this line is annual, and subject to approval and guarantee per the DOA MATRIX
  + Interest on the line of credit is recorded monthly and billed to USB – maximum chargeable amount is denoted in the USB/USSEC Management Agreement for the respective fiscal year

**ACCOUNTING PROCEDURES REGARDING ASSETS**

**CASH**

Cash is the most liquid asset of an organization, and therefore cash procedures follow the strongest possible internal controls. The responsibilities of billing, receiving, holding, recording, and reconciling funds are each given to different accounting positions in order to reduce the risk of loss.

**Electronic Bank Transactions**

* Receipt of funds are reconciled on a monthly basis.

**Checks received**

* + Mail is opened by the administrative assistant, who enters any checks received into a check log, then gives the checks to accountant #1.
  + Accountant #1 makes a copy of the check, determines which general ledger account the money will be posted to, and enter this information in the check log.
  + Checks are locked in the Controller’s office until ready to be deposited.
  + At the time of deposit, Accountant #2 creates deposit slips and prints the check log, giving both to the Controller.
  + The Controller reviews the checks, copies, deposit slips, and check log, and approves the log with a signature.
  + Accountant #2 deposits the checks, returning the deposit receipts to Accountant #1.
  + Accountant #1 reconciles the bank receipts back to the check log for accuracy, and posts the checks to the general ledger.

**PETTY CASH**

* + As dictated by normal established business practices unique to each country, the Country/Regional Director shall establish a maximum amount of petty cash maintained in the office not to exceed the equivalent of US $300.00
  + As dictated by normal established business practices unique to each country, the Country/Regional Director shall establish a maximum amount per petty cash claim not to exceed the equivalent of US $50.00
  + Control
    - Petty cash shall be maintained under a secure environment
    - Country/Regional Director and one additional designee may have access to petty cash fund
  + Reconciliation
    - Each month the petty cash fund is to be reconciled
    - The Country/Regional Director must review and approve each monthly reconciliation

**PREPAID EXPENSE ALLOCATION**

Expenses are charged to the Prepaid Expense Account (GL #1201) if the amount that benefits *future fiscal quarters* is US $100.00 or greater. If the amount that benefits a *future fiscal year* is less than US $100, it may be expensed in the current fiscal year, in the appropriate fiscal quarter.

Home Office will transfer amounts from 1201 to expenses in the appropriate quarter. This is when expenses will show on the projectsFor example, expenses such as subscriptions, memberships, and insurance premiums, usually have terms of one year and require pre-payment. The current portion is expensed and the future portion is posted to a prepaid expense account on the balance sheet (only if that amount is greater than $100, per USB policy.) Accounting later, in the appropriate period, moves the prepaid amount to expense.

When these types of expenses are paid, a cost allocation worksheet and prepaid form must be sent to accounting with the voucher for approval. These forms calculate the amount of expenses to be allocated to each appropriate fiscal period.

**FIXED ASSETS**

A Fixed Asset is a piece of equipment, furniture, or fixture with a purchase price of $500.00 for FAS and $2,500.00 for USB or more per item and an expected useful life of more than one (1) year.

The expected useful life of assets are as follows:

|  |  |
| --- | --- |
| **Asset Class** | **Common Class Life** |
| Office furniture, fixtures and equipment | 7 years |
| Information systems/ Computers | 3 years |
| Data handling equipment | 3 years |
| Leasehold improvements | Lesser of remaining lease term or 15 years |

* Asset purchase
  + Each Asset purchase of $1,500.00 or greater requires the following prior to purchase:
    - A completed Asset Request Form, with appropriate approval per the DOA MATRIX.
    - Three Competitive Bids when an item costs more than $2,000.00
* Asset disposal
  + Each Asset disposal requires the following prior to disposal:
    - Appropriate Funding Source approval in writing
      * FAS requires approval from the local Post or Attaché office
      * USB requires approval from the USBExecutive Director only if the item to dispose is a cell phone less than 2 years old or a technology item less than 3 years old
    - A completed Asset Disposal Form, with appropriate approval per the DOA MATRIX
    - Laptops or desktops that are disposed must be sent to the Home Office for disposal by the IT Manager.
* Asset tracking
  + All offices are to conduct a semi-annual physical inventory of Assets (March and September). Inventory lists should be submitted to Home Office accounting. Any variances should be brought to the attention of the respective Director and Home OfficeAccounting
  + Home Office Accounting maintains an asset tracking list, which includes:
    - Asset number assigned by USSEC or USB
    - Date of purchase or acquisition
    - Cost of purchase
    - Serial number
    - Make
    - Model
    - Electrical requirements

**MEMBERSHIP FUNDS**

Types of membership funds

* + - Board-Designated Membership Funds are dues collected from Checkoff entities and are internally designated. They are NOT to be used for:
    - Solicitation of Undesignated Membership Funds
    - Influencing government policy
    - Or for any purpose not in conformance with the Soybean Promotion, Research, and Consumer Information Act (7 U.S.C. 6301-6311) and the Soybean Promotion, Research, and Consumer Information Order (7 CFR Part 1220)
    - Undesignated Membership Funds are dues collected from all other types of membership

Segregation of funds

* + - Board-Designated Membership Fundsand Undesignated Membership Funds are held in separate accounts (whenever possible as required by law).

Use of funds

* + - Board-Designated Membership Funds pay approved eligible operational expenses with an emphasis on providing benefits to support industry participation including USSEC meeting expenses and other activities or projects that promote export of U.S.-origin soybeans and products
    - Expenditures are approved per the DOA MATRIX
    - Undesignated Membership Funds Pay organizational expenses related to:
    - Solicitation of Undesignated Membership Funds
    - Influencing government policy
    - Or for any purpose not in conformance with the Soybean Promotion, Research, and Consumer Information Act (7 U.S.C. 6301-6311) and the Soybean Promotion, Research, and Consumer Information Order (7 CFR Part 1220)
    - All other Undesignated Membership Funds will be held until an expenditure is approved by proper procedure or swept to Reserve
    - Approvals
    - All expenditures will be approved per the DOA MATRIX
    - Once all expenses have been recorded for the calendar year, 25% of any carryover Undesignated Membership Funds will be swept to the Reserve account and considered net assets (effective 2008 and beyond)
    - Additional allocations can be made to Reserve at the discretion of the USSEC Board
    - USSEC Reserve should be maintained at a level of no less than $100,000, once that threshold is reached. Should the Reserve fall below this amount, Board action may be requested.

**PROCEDURES REGARDING LIABILITIES**

**Accounts Payable**

* + Assets or expenses and the related liability are recorded by an individual who is not responsible for ordering or receiving.
  + Invoices must be supported with the required documentation and properly authorized according to the DOA matrix.
  + Accounts payable transactions are processed on a daily basis, and information is entered into the system from approved invoices or disbursement vouchers with appropriate documentation attached.
  + Only original invoices will be processed for payment unless duplicated copies have been verified as unpaid by researching the vendor records. No vendor statements shall be processed for payment.
  + Vendor credit terms and operating cash are managed for maximum benefits.

**Accrued Liabilities**

* + For purposes of preparing quarterly financial statements, liabilities will be accrued in the appropriate fiscal quarter. Some of the expenses typically accrued are:
    - Vendor invoices received, approved, and supported with proper documentation
    - Salaries and payroll taxes
    - Vacation pay

**CORPORATE CREDIT CARD PROGRAM**

* + The CFO administers and controls the corporate card program
  + Applications should be requested from the CFO for eligible employees
  + Use of the card
    - The corporate cards are intended for business use only.
    - Cards can be used for car rental, lodging, airfare, meals, and all other business expenses
    - No late charges will be reimbursed
    - For USSEC staff, non-reimbursement of expenses incurred does not relieve employee of the obligation to pay charges incurred on their card
    - For Group Event (centrally-billed) accounts, appropriate uses are:
      * Consultant, staff, and grower leader airfare
      * Team hotel and transportation
      * Seminar registration fees and venue costs
  + Submitting expenses to Accounting
    - Accounting will send each cardholder a copy of the transactions charged to their card each month.
    - Cardholders are required to:
      * Validate each entry on the statement
      * Determine appropriate project and activity for each entry
      * Submit proper substantiated documentation and completed Corporate Card Reconciliation Worksheet to Accounting within 30 days from receipt of transactions providing by the Accounting Department.

**PROCEDURES REGARDING FINANCIAL REPORTING**

**INTERNAL REPORTING**

* Daily
  + Financial transactions prepared by accounting staff are reviewed and approved by the Assistant Controller, Controller or CFO
* Monthly
  + All bank accounts are reconciled by accountants and reviewed by Assistant Controller
  + All balance sheet accounts are reconciled by accountants and reviewed by Assistant Controller or Controller
* Quarterly
  + All bank accounts are reviewed by Controller
  + All balance sheet accounts are reviewed by Controller
  + Financial statements are prepared and analyzed by Controller, then reviewed and approved by CFO
* Annually
  + Outside audit firm conducts an audit and prepares audited financial statements

**EXTERNAL REPORTING**

* Monthly
  + Documents are provided to primary funding sources as outlined in agreements.
* Quarterly
  + Internally-prepared financial statements are provided to the A&B Committee, banking representative and other designated stakeholders as follows.
  + Documents are provided to primary funding sources as outlined in agreements.
* Annually
  + Externally audited financial statements are provided to the USSEC Board for review and acceptance.
  + Externally audited financial statements are provided to the banking representative, USB CEO and ASA CEO following USSEC Board approval
  + Annual budget is provided to banking representative within 30 days of start of fiscal year
  + Documents are provided to primary funding sources as outlined in agreements.
* Exceptions
  + Any exceptions to the above will be approved per the DOA MATRIX

**RECORD RETENTION**

All USSEC record retention requirements are in accordance with USB policy. Refer to USB policy for definitions.

* Records Screening
  + - Records are to be screened periodically to determine if they are Active or Inactive. Active records are to be stored in the immediate area of the responsible custodian.
    - Records determined to be Inactive are to be reviewed for possible storage in the designated Records Center. An assessment is to be made of the:
      * Need for retention
      * Frequency of reference
      * Name of reference
      * Established retention period
      * Filing requirements
      * Volume of files
    - Duplicate and multiple materials, as well as paper and binder clips, are to be eliminated. Whenever possible, Official Record is the one to be retained. Official Records are not to contain personal notations, other than the author’s signature.
* Records Center Storage
  + - Records Storage Centers are to be in a safe, secure location and protected from environmental and other potential harm.
    - Storage containers are to be labeled using the numbering system in the USSEC Inventory List spreadsheet. This is a log of box numbers, locations, and contents. Containers are also to be labeled by year or periods and with sufficient detail to facilitate their reference, review and destruction.
    - Records which are essential to the continuity of USSEC are to be identified and designated as Vital Records.
    - Vital Records are to be duplicated and the duplicate records stored in off-site locations for reconstructive use in the event of a disaster.
* Electronic Storage
  + - Records generated and maintained in company information systems or equipment (including the network drive) are to be periodically reviewed by the individual records custodians to ensure that the records management requirements set forth in the USSEC’s policy and procedures handbook are being met for electronic information systems.
    - Records stored in electronic media are to be grouped in a fashion to facilitate review and destruction at appropriate intervals.
* Files Purging
  + - At least once annually, a formal files-purging process will be conducted. The process is to be planned and carried out within applicable areas of responsibility. During, or as a result of, this process:
      * Records that require retention are to be identified, grouped, labeled, and transferred to the records center for appropriate storage;
      * Records that have exceeded their required retention period are to be reviewed and destroyed, and
      * Unnecessary duplication and multiple copies of records are to be identified and destroyed.
* Responsibilities
  + - Each staff/contractor personnel is responsible for assisting in the records-management process. Such responsibilities generally include:
      * Supporting preparation and maintenance of local records retention schedules;
      * Identifying, packaging, documenting and transferring applicable records to the records center;
      * Retaining only those records assigned to their function/custodial responsibility in accordance with the guidelines of our record retention policy;
      * Retrieving records from the records center within the time period established by the records management function; and
      * Reviewing and authorizing destruction of records at the retention expiration date.

|  |  |
| --- | --- |
| **RECORDS RETENTION** | |
| 1. **ADMINISTRATIVE** 2. Manuals |  |
| 1. Policy Manuals and other directives that express or interpret USB policy    * Originating office file copy    * Other copies    * Drafts and work papers | Until 10 years after superseded  Until superseded  Until completion of manual or until no longer useful |
| 1. Procedural Manuals and other directives that are procedural only and do not express new policy or interpretation (includes Records Management Guide)    * Originating office file copy    * Other copies | Until 5 years after superseded  Until superseded |
|  |  |
| 1. Reports |  |
| 1. Administrative – Internal    * Originating office file copy    * Other copies    * Drafts and work papers | Year originated + 7  Until superseded  Until completion of report or until no longer useful |
| 1. Annual (year-end or last quarter)    * Originating office file copy and work papers    * Other copies | Year originated + 7  2 months |
| 1. Quarterly    * Originating office file copy and work papers    * Other copies | Year originated + 7  2 months |
| 1. Correspondence 2. Letters    * Supporting a principal document or project    * Routine that require no acknowledgement or follow up    * Chronological correspondence files    * USDA Chairperson (letters supporting a document or project) 3. Internal memos and notes 4. Handwritten notes 5. Electronic Email Correspondence | Retained for the life of the principal document or project  Year originated + 1  Year originated + 1  Permanent  Year originated + 1  Year originated + 1  24 months |
|  |  |
| 1. **CONTRACTS AND AGREEMENTS** |  |
| 1. All contracts and final reports (with the exception of QSSB related contracts – see below for requirement) | 5 years from contract expiration |
| 1. Building leases, permits and operating agreements 2. Signed original 3. Other copies | Until 10 years after the termination of the lease/permit/agreement  Until termination of the lease/permit/agreement |
| 1. **CORPORATE RECORDS** |
| 1. Certificates of Incorporation, Bylaws | Permanent |
| 1. Minutes of Board Meetings and Committees 2. Record copy 3. Copies and excerpts | Permanent  Year originated + 1 |
| 1. Long-range Strategic Plans 2. Strategies, Action Plans 3. QSSB Consulting or Oversight    1. Agreements and Contracts    2. Compliance Review Reports    3. Other Compliance (excluding QSSB financial needs) 4. **PROJECT FILES** 5. Official file 6. Supporting documentation/notes/work papers | Until 5 years after superseded  Until 5 years after superseded  Permanent  Permanent  Permanent  5 years from completion of the project  Until completion of the project + 1 year |
| 1. **FINANCIAL** |
| 1. Accounts Payable and other payments 2. Daily activity reports, invoice lists 3. Daily control statements, batch control reports, daily distribution summary 4. Monthly distribution reports, corrected general ledger summary reports 5. Invoices, accumulated data for payment of invoices and necessary related documents 6. Payment reports    * Semiannual payment reports    * Daily, bimonthly and monthly reports | Year originated + 6 and after audit  Year originated + 1  Year originated + 6 and after audit  Year originated + 6 and after audit  Year originated and after audit  While useful |
| 1. Accounts Receivable and other receipts 2. Cash receipt documents, check Photostats 3. Cash receipts ledger 4. Petty Cash records 5. Customer history records – any form 6. Registers – cash, control report, invoice, journal, split cash, washout 7. Trial balances | Year originated + 3 and after audit  Year originated + 6 and after audit  Year originated + 6 and after audit  Year originated + 6 and after audit  Year originated + 6 and after audit  Year originated + 6 and after audit |
| 1. Audit 2. External audit reports 3. Internal audit reports | Year originated + 15  Year originated + 15 |
| 1. Banking 2. Bank account statements and reconciliations 3. Bank Resolutions-Board Minutes 4. Depository receipts | Year originated + 6 and after audit  Until resolution is revoked  Year originated + 3 |
| 1. Billing | Year originated + 1 |
| 1. Budget |  |
| 1. Actual versus budget financial reviews 2. Actual versus budget reports for expenses    * Monthly    * Year end    * Other copies and excerpts 3. Budget documents 4. Corporate Insurance Agreement | Year originated + 5  Year originated + 1  Year originated + 10  While useful  Year originated + 10  Permanent |
| 1. Company ledger, financial statements and reports of finances: 2. Financial Statement-documents that report the financial circumstances of USB    * Company copy and essential work papers    * Board minutes    * Other copies 3. General ledgers 4. Journal entries | Year originated + 25  Permanent  While useful  Year originated + 25  Year originated + 10 and after audit |
| 1. Expense reports and travel statements of personnel | Year originated + 4 and after audit |
| 1. Individual authorizations for expenditures | Until superseded + 5 years |
| 1. Royalty payments and receipts required by contracts, agreements, etc. | Until 6 years beyond expiration of agreement and after audit |
| 1. **EMPLOYMENT RECORDS** |
| 1. Application and resume 2. If hired 3. If not hired 4. If unsolicited 5. Disciplinary action 6. Employment contracts 7. Goals documents 8. Performance, results reviews or appraisals 9. Training courses 10. Job descriptions and advertisements 11. Salary-increase planning sheets | Duration of employment + 3 years  Year originated + 1  Return to sender or acknowledge it and then destroy it  Year originated + 1  (See Contracts and Agreements)  Year originated + 1  Duration of employment + 3 years  Duration of employment + 3 years  Until 1 year after superseded  Year originated + 1 |
| 1. **COMPLIANCE** 2. Data collected to demonstrate compliance 3. All copies 4. Drafts and work papers | Until purpose served or as required by law  Until completion of report |
| 1. **INSURANCE** |  |
| 1. Annual Insurance Policy 2. Insurance Claim Files 3. Insurance certificates furnished by contractors working on USB premises | Permanent  Permanent  Permanent |
| 1. **TAX** |  |
| 1. Exemption Certificates | Expiration of exemption + 5 years |

VIII. APPENDICES

1. **DOA-Matrix**

On the following pages:

* USSEC DOA (Delegation of Authority Matrix)
* USSEC Chart of Accounts (Expenses Only)
* USSEC Chart of Accounts Category Roll-up (Expenses Only)
* USSEC Subaccount Structure







# USSEC Chart of Accounts (Expenses Only)

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# USSEC Chart of Accounts – FAS/IMF Category Roll-up (Expenses Only) –

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# USSEC Chart of Accounts – FAS/IMF Category Roll-up (Expenses Only)… (Continued)

|  |  |  |  |
| --- | --- | --- | --- |
| **Category** | **GL Acct. Code** |  | **Account Name** |



# USSEC Chart of Accounts – USB Category Roll-up (Expenses Only)



# USSEC Chart of Accounts – USB Category Roll-up (Expenses Only)… (Continued)

# 

# USSEC Chart of Accounts – Corporate Admin Category Roll-up (Expenses Only)



# FORMS AND INSTRUCTIONS

Expense Form

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Asset Request Form

#### 

Asset Disposal Form

#### 

STRE Name List Form

#### 

Grower Leader Marketing Mission Summary Report

#### 

Hotel Over Per Diem Memo

#### 

Contract Request Form



FAS 2018 Contracts



FAS 2017 Contracts



(Interim) Advance Notification for Consultant

#### 

(Interim) Advance Notification for Grower Leader

#### 

(Interim) Advance Notification for Team Visit



Over 30 Day Expense Submission Memo



**8b. Reimbursable Expense Procedures**

**PURPOSE**

U.S. Soybean Export Council (USSEC) has mandatory procedures in place to secure that all reimbursement claims are compliant with USSEC’s written policy. The procedures must be followed to speed up the processing time of each voucher/invoice and to ensure that payments are made in a timely manner. While the procedures do not cover every possible situation, it establishes parameters to make appropriate judgments about expenditures incurred on behalf of USSEC.

**GENERAL INFORMATION**

All claims and requests for reimbursement must include all documentation supporting such claims. The expense claims must be complete, accurate, and comply with our funding sources’ policies and regulations. Expenses must be submitted within 30 days after the completion of the travel or within 30 days after non-travel related expenses are incurred. The expense claim can be submitted electronically through…

1. Concur, an online fast and accurate expense reporting software (preferred for travel-related expenses)
   * <https://www.concursolutions.com/home.asp>
2. Emailing a travel expense voucher to USSEC’s Accounts Payable Department
   * [ap@ussec.org](mailto:ap@ussec.org)
3. Emailing invoice for non-travel related expenses to USSEC’s Accounts Payable Department
   * [ap@ussec.org](mailto:ap@ussec.org)

Hard copies of the expense vouchers can be mailed to USSEC; however, this is the least preferred method.

U.S. Soybean Export Council

16305 Swingley Ridge Road, Suite 200

Chesterfield, MO 63017

Expense vouchers and/or invoices sent to USSEC’s Accounts Payable Department **MUST**

* Clearly identify the business purpose
* Be approved per the Delegation of Authority Matrix (DOA MATRIX)
* Identify the project number, expense code and/or type of expense
* Identify the contract number if applicable.
* Provide up-to-date vendor information.
  + Individual Name or Company Name
  + Address
  + Banking information, when wire transfer is necessary
  + W-9 or W-8 when appropriate
  + The payee on the check/wire must match the recorded vendor
* All invoices must be translated into English

**TRAVEL RELATED EXPENSES**

Travel and its resulting expenses have many documentation and process requirements to meet the regulations of our funding sources. Good judgment must be exercised; reimbursement will only be made for reasonable and compliant expenses.

**Requirements for All Travel**

1. Trip Approval – travel authorization form must be approved by the Project Manager and Project Director.
   * An annual blanket travel authorization is in place for **one-day travel** within a 50 mile radius of the contractor’s home or employee’s office location for all program-related travel.
   * A travel authorization template should be completed for all travel 50 miles or more. Contact Project Manager for template if necessary.
2. Distribution of Post Notification when traveling to another country. A Post Notification is a travel notification sent to the visiting country’s attaché, FAS/Washington, and USSEC staff.

**Purpose of Post notifications**

1. Allows for visiting country attaché, counselor or other embassy personnel to attend the event.
2. Allows the attaché, counselor or other embassy personnel to coordinate or inform other cooperators of same-time visits.
3. Safety – By following these procedures, if any travel safety risk arises, the U.S. Embassy is aware of the people that are visiting the country.

**Distribution List for Post Notifications**

Post Notifications should be sent to the following people/mailboxes at least 14 days prior to travel.

* Attaché/Counselor in destination country (Link to Overseas Directory of names)
  + <http://apps.fas.usda.gov/overseas_post_directory/>
* FAS/Washington
  + Michele Kouadio, Marketing Specialist
    - [Michele.Kouadio@fas.usda.gov](mailto:Michele.Kouadio@fas.usda.gov)
* USSEC
  + Chief Program Officer – Ed Beaman
    - [ebeaman@ussec.org](mailto:ebeaman@ussec.org)
  + Regional Director where travel takes place
    - North Asia Region – Paul Burke
      * [pburke@ussec.org](mailto:pburke@ussec.org)
    - Southeast Asia – Timothy Loh
      * [Tloh@ussec.org](mailto:Tloh@ussec.org)
    - Europe/MENA – Brent Babb
      * [bbabb@ussec.org](mailto:bbabb@ussec.org)
    - Americas – Kevin Roepke
      * [kroepke@ussec.org](mailto:kroepke@ussec.org)
    - Asia Subcontinent – Pam Helmsing (Acting Regional Lead)
      * phelmsing[@ussec.org](mailto:nvilanova@ussec.org)
  + General Post Notice Box
    - [postnotice@ussec.org](mailto:postnotice@ussec.org)
* Travelers
* All Travelers who will submit expense vouchers

1. Trip Report/Mission Report with all expense vouchers. *(Project-specific templates are available for all of USSEC’s projects – contact Project Manager for template if necessary.)*

**Requirement of Trip Report**

* Name(s) of Traveler(s)
* Purpose of travel
* Itinerary
* Names and affiliation of contacts
* Brief summary of findings, conclusion, recommendations, or specific accomplishments
* Regions will distribute the trip reports as required by funding source.

1. Expense Report must be submitted within 30 days of the completion of the trip.

**Expense Documentation**

* Electronic receipts are acceptable with the submission of the expense voucher; however, it is REQUIRED that the traveler retain the original receipts for three years for all reimbursed expenses in the event there is an audit.
* All **telephone and internet** receipts regardless of costs require a receipt.
  + - Detailed billing statements should be provided for cell phone expenses.
* All **Hosted Meals** regardless of costs require a receipt
* All **Hotel Mini-Bar** expenses require an itemized receipt
  + - Alcoholic beverages that are not accompanied with a meal will not be reimbursed.
* All **Hotel Room Service** expenses require an itemized receipt
  + - Alcoholic beverages that are not accompanied with a meal will not be reimbursed.
* All **Laundry Expenses** require an itemized receipt from vendor (number of garments is sufficient)
* All **other** Expenses greater than $24.99 require a receipt
* Receipts must include the date, location, and description.
* Any receipt in foreign language **must be translated** into English.
* Documented Exchange Rates for expenses incurred in currency other than USD.
  + - Credit card statement (preferred)
    - Currency exchange receipt during travel
    - Oanda.com website
    - Documented exchange rates are also required for expenses incurred in USD and reimbursed in another currency.

**Air Travel**

All travelers **must obtain** a full-fare economy price comparison for the same day, same flight no matter what class airline ticket is actually purchased. If the traveler has any personal travel that changes the dates for travel, a cost comparison must be provided for the dates without the personal deviation. The lesser or the two costs will be reimbursed. All legs of the trip must be compliant with USSEC’s funding sources.

Domestic airline tickets and intra-region travel (includes any travel inside your assigned region) must be purchased at least 14 days in advance of travel at the most economical fare available.

International airline tickets and inter-region travel (includes any travel outside your assigned region) must be purchased at least 30 days in advance of travel and be within the regulations of the funding source.

Any exception to this ticketing policy requires a justification memo approved per the DOA MATRIX prior to purchase of the ticket.

USB - Specific

* Business class is permitted for international flights in excess of 8 hours (origin to destination); up to 2 hours of layover period may be included in the calculation. If the air travel includes an overnight stay at a hotel, the calculation of the 8 hours starts over on the second day.
* The most economical coach rate available that coincides with the traveler’s program-related mission must be used.
* Use of a U.S. flagship carrier is preferred, but it is not required if there is a significant cost savings using a non-U.S. flagship carrier.
* Airline upgrades or preferred seat choices are generally a traveler’s choice; therefore, it is a personal expense. If there is need for the traveler to purchase a higher cost seat, prior approval per the DOA MATRIX must be granted.

FMD - Specific

* Business class is permitted for flights in excess of 14 hours (origin to destination); up to 4 hours of layover period may be included in the calculation **AND** **you are required to work the day after arrival or sooner**. If air travel includes an overnight stay at a hotel, the calculation of the 14 hours starts over the second day.
* Use of a U.S. flagship or European flagship carrier is required when traveler is either departing U.S. soil or returning to U.S. soil.
  + Note – In some cases, airlines agree to a “Code-Share” for specific flights. An Operating Carrier will sell their seats to a Marketing Carrier. The Marketing Carrier will sell the seats to their passengers under their (Marketing Carrier) name. The airplane will have the Operating Carrier’s logo on it, but the airline ticket will have the Marketing Carrier’s flight number on it. As long as the Marketing Carrier is a U.S. flagship or European flagship carrier, the expense is compliant. The airline ticket that is compliant will have a U.S. carrier flight number or European carrier flight number such as UA1696 (United Airlines).
* Change fees are only reimbursable if the cost of the used airline ticket and the cost of the change fees are equal or less than full-fare economy.
* Cancellation fees are not reimbursable.
* Unused tickets are never reimbursable.
* Airline upgrades or preferred seat choices are generally a traveler’s choice; therefore, it is a personal expense. If there is **need** for the traveler to purchase a higher cost seat, prior approval per the DOA MATRIX must be granted.

MAP - Specific

* With **PRIOR APPROVAL** from FAS, business class is permitted for flights in excess of 14 hours (origin to destination); up to 4 hours of layover period may be included in the calculation AND **you are required to work the day after arrival or sooner**. If air travel includes an overnight stay at a hotel, the calculation of the 14 hours starts over on the second day.
* Use of a U.S. flagship carrier or European flagship carrier is required when traveler is either departing U.S. soil or returning to U.S. soil.
* Change fees are only reimbursable if the cost of the used airline ticket and the cost of the change fees are equal or less than full-fare economy.
* Cancellation fees are not reimbursable.
* Unused tickets are never reimbursable.
* Airline upgrades or preferred seat choices are generally a traveler’s choice; therefore, it is a personal expense. If there is **need** for the traveler to purchase a higher cost seat, prior approval per the DOA MATRIX must be granted.

EMP - Specific

* The cost of a business class airline ticket is not allowed.
* Use of a U.S. flagship carrier or European flagship carrier is required when traveler is either departing U.S. soil or returning to U.S. soil.
* Change fees are only reimbursable if the cost of the airline ticket and the cost of the change fees are equal or less than full-fare economy.
* Cancellation fees are not reimbursable.
* Unused tickets are never reimbursable.
* Airline upgrades or preferred seat choices are generally a traveler’s choice; therefore, it is a personal expense. If there is **need** for the traveler to purchase a higher cost seat, prior approval per the DOA MATRIX must be granted.
* Most airlines charge a fee for checked baggage. The cost for one checked bag is reimbursable. If excess baggage is required, prior approval should be requested.

**Train Travel**

Travelers must use coach-class accommodations for all train travel. This is the basic class of accommodation offered by a rail carrier to passengers that includes a level of service available to all passengers regardless of the fare paid. Coach-class includes reserved coach accommodations as well as slumber-coach accommodations when overnight train travel is involved.

**Lodging**

Not Located in the U.S.

Lodging expenses are subject to the per diem rate limits published by the U.S. Department of State. The rates **include** taxes and fees which are also reimbursable.

<https://aoprals.state.gov/web920/per_diem.asp>

Located in the U.S.

Lodging expenses are subject to the per diem rate limits published by the General Services Administration (GSA). The rates **DO NOT** include taxes and fees.

<https://www.gsa.gov/portal/content/104877>

Exceeding the Lodging Per Diem Rate

There may be occasions when the actual lodging expense is greater than the published per diem lodging rate. This can occur for many reasons: costs increases due to local special events, limited availability, the event is held in the hotel, exchange rate fluctuations, etc. These additional costs may be reimbursed, but the traveler must provide a justification in a memo format requesting approval per the DOA MATRIX prior to travel.

No-Show lodging expenses are not reimbursable.

**Meals**

USB - Specific

Actual food and beverage expenses will be reimbursed up to a maximum of $120 (one hundred twenty dollars) per day, including tips. If meals were provided and paid for with checkoff funds or FAS funds, a prorated amount per day is available. The respective meal deduction must be taken. The recommended allocation of the daily meal limit is as follows:

* Breakfast and lunch should each account for one-quarter (1/4) of the daily limit.
* Dinner should account for one-half (1/2) of the daily limit.
* For instance, if USB provides breakfast and lunch one–half (1/2) of the $120 (one hundred twenty dollars) or $60 (sixty dollars) is available.

Include itemized receipts for all meals over $24.99. For meal expenses, minibar expenses, and room service expenses that are listed on a hotel portfolio, itemized receipts **MUST BE** provided regardless of cost.

FAS (FMD, MAP, EMP) - Specific

Meals **associated with travel** are reimbursable when the traveler is away from home or their normal place of business in excess of 12 hours or overnight. The individual must be in “travel status”. Meals not involving an overnight stay or the individual is not more than 50 miles (one way) from their home or normal place of business will not be reimbursed.

Actual food and beverage expenses will be reimbursed up to a maximum per day allowed by the U.S. Department of State or the General Services Administration. The destination or actual lodging city determines the meal rate for each travel day. There is one exception - The final day of travel, the meal allowance is based on the final lodging city, not the traveler’s home city. If group meals are **provided** and paid for with checkoff funds or FAS funds, a prorated amount of the maximum amount per day is available. Deduct the applicable allowance for the meal(s).

For Non-U.S. cities, the meal rates are published monthly by city. On travel days the meal allowance is 75% of the maximum. The rates can be found…

<https://aoprals.state.gov/web920/per_diem.asp>

The link below is a breakdown of the Meals & Incidentals

https://aoprals.state.gov/content.asp?content\_id=114&menu\_id=78

For U.S. cities, the meal rates are published annually; there are only 6 tiers. On travel days the meal allowance is 75% of the maximum. The rates can be found…

<https://www.gsa.gov/portal/content/104877>

**The six tiers are…**

**Laundry**

USB - Specific

* For trips longer than five (5) working days, laundry expenses up to $100 (one hundred dollars) can be submitted for reimbursement. An itemized receipt from vendor is required (receipt with the number of garments is sufficient).

FAS (FMD, MAP, EMP) - Specific

* Laundry expenses are included in the “Meals & Incidental” (M&IE) portion of the per diem rates established by the Department of State and the General Service Administration. Per Diem rates for travel days is 75% of the daily maximum. For example, the maximum daily Meals and Incidental rate for Bangkok, Thailand, is $100. This amount is broken down on the Department of State’s website as…
  + $15 – Breakfast
  + $25 – Lunch
  + $40 – Dinner
  + $20 – **Incidentals**
* Therefore, if the travel period in Bangkok, Thailand, is a total of 7 days, the total allowed for **all incidentals** would be $130 ($20/day for non-travel days and $15/day for travel days). The $130 maximum would include all incidentals such as tips to porters, baggage carriers, hotel staff, etc. The daily allowances can be aggregated for the total travel period.

**Telephone/Internet/Fax**

* All telephone/internet/fax expenses require a receipt to be eligible for reimbursement regardless of cost. Acceptable receipts include hotel bills listing the phone call(s) separately and traveler’s cell phone bill highlighting those calls that are related to the expense voucher.
* Receipt must be noted whether the expense is program-related or personal.
* Program-related (business) costs are reimbursable, and there is no limit as long as the costs are justified and reasonable.
* During travel status, personal phone calls and internet use are allowable expenses within the allowance limits.

FAS

* + The limit is based on **lodging nights**. For domestic travel, the maximum is $5/lodging night and for international travel, the maximum is $15/lodging night. The daily allowances can be aggregated for the total travel period.

USB

* + One personal call home daily, if reasonable, is allowed.
* The costs of renting or purchasing cellular phone equipment is not reimbursable with FAS funds.

**Meal Hosting/Sales & Trade Related Expenditures (STRE)**

**Requirements for Any Hosted Meal or Refreshment Expense**

* An **itemized** receipt, regardless of the amount.
* Attendees’ list that includes the name, title, and company of each attendee.
* Alcoholic beverages must be accompanied with food and on the **same** itemized receipt.
* Open Bars and/or free-flowing alcoholic expenses are not reimbursable.

**Representational Guideline Limits**

The American Embassy in each country determines the guidelines per person for hosted meals. Some American Embassies publish the limits in local currency; therefore, the exchange rate calculations must be considered.

* USB - Specific
  + The published representational guidelines can be exceeded as long as the costs are reasonable. If there are any concerns on whether an expense is reasonable, please get prior approval per the DOA MATRIX.
  + If the expense exceeds the guidelines by more than 25%, an approved memo of justification must be included with expense voucher.
  + Meals events can be within the U.S. or outside the U.S.
  + USB does not require foreign decision makers and/or foreign government officials to be in attendance.
* FAS - Specific
  + The published representational guidelines cannot be exceeded unless FAS approval is obtained prior to the event.
  + Meal hosting must occur in a foreign country with one exception. With prior approval from FAS, **MAP** funds can be used for a meal event in the U.S. **FMD** funds cannot be used for meal hosting in the U.S. under any circumstances.
  + Attendees must include foreign representatives. The number of foreign guests should exceed the U.S. representatives. If the amount of foreign guests does not exceed the U.S. representation, a memo of justification must be included with the expense voucher.
  + Meals that occur outside the U.S. that do not include foreign industry representatives are not reimbursable. Representatives from a U.S. company based overseas is not considered foreign industry

**Personally-Owned Vehicle (POV)**

If car travel is out of the general area of your location, a rental car is preferred to your personal vehicle.

* Amount is calculated according to the IRS rate effective during travel.
* Traveler must provide a map of their route through a web mapping service such as GoogleMaps.
* If electing to travel by car, total reimbursement for mileage, meals and lodging shall not exceed two (2) days’ for the length of the trip.
* The reimbursable mileage is the distance traveled for USSEC-related business, less the Normal Business Commute of the traveler.
  + Workdays
    - If your distance traveled begins and ends at the office (your place of business), the total traveled distance from office to destination and back to office is allowed
    - If your distance traveled begins and/or ends at home, the allowed distance must be adjusted to deduct your standard commute distance.
  + Non-Workdays
    - Mileage on Saturday or Sundays, or holidays, does not require an adjustment as no Normal Business Commute exists on those days. The allowed reimbursement is the total mileage traveled for USSEC-related business.

**Rental Cars**

* Traveler should use the least expensive car for their needs.
* The rental car agreement should include automatic unlimited mileage.
* The traveler’s name and USSEC’s name should be listed on the agreement.
* Use the company address on the agreement
* Whenever possible, a corporate credit card should be used.
* Request a corporate rate from the agency.

**Miscellaneous Expenses – Included but not limited to**

* Necessary charges for storage of baggage when such charges are the result of official business.
* Passport and/or visa fees
* Charges for inoculations that are necessary for travel
* Foreign transaction fees charged for credit card transactions.
  + Transaction fees must have documentation to support the cost.

**NON-TRAVEL RELATED EXPENSES**

**Gifts/Donations/Sponsorships**

***Gift*** expenses of any kind are not reimbursable with USB, FMD, MAP, EMP or QSP even if they are customary in nature.

***Donations***of any kind are not reimbursable with USB, FMD, MAP, EMP or QSP.

***Sponsorships*** that give specific recognition and benefit the promotion of U.S. Soy are reimbursable.

* A contract must be written for all sponsorships.
* The contract must provide specific deliverables that recognize and benefit the promotion of U.S. Soy.

**USB Sponsorships**

For sponsorships funding of an organization in an amount less than $5,000 (five thousand dollars) annually, the sponsorship funding must:

* Provide specific checkoff-related deliverables
* Be provided with the stipulation that it not to be used to influence governmental action or violate the Soybean Promotion and Information Act and Order.
* The Act - <https://unitedsoybean.org/wp-content/uploads/Information_Act_1.pdf>
* The Order - <https://unitedsoybean.org/wp-content/uploads/Informatiom_Order_1.pdf>

For sponsorship funding of an organization in an amount exceeding $5,000 (five thousand dollars) annually, the sponsorship funding must:

* Provide specific checkoff-related deliverables.
* Provide specific performance measurements related to the payment such as official recognition of USB in the publications related to the event.
* Ensure that the total USB sponsorship shall not account for more than 50% (fifty percent) of the overall costs for the event at which the sponsorship activity will take place. A statement describing the event and the benefit to the checkoff program shall accompany all sponsorship requests.
* USB dollars shall not be used in any manner to influence governmental action or policy by the sponsored organization.

**FAS Sponsorships**

Sponsorships should support an organized event with different levels of sponsorships such as Gold, Silver, and Bronze. The sponsorship contract should outline the benefits received by the U.S. Soy Industry for sponsoring the event.

If USSEC sponsors an event by cost-sharing with other companies, final vendor receipts for the expenses must be obtained. The benefits received by the U.S. Soy Industry must be outlined.

**General Expenses**

**Professionally Printed Material and Promotional Items**

All professionally printed material and promotional items must include three logos. In some cases all logos may not be the same size; and if they are not, the USSEC logo should be the dominant logo. For specific detail, see the Communications section of the Procedures.

1. USSEC – Dominant Logo
2. USB – Attribution Logo
3. ASA-IM – Attribution Logo

**USB Compliant – General Expenses - Included but not limited to**

All costs must be reasonable, necessary for the completion of the approved project and sufficiently documented.

* Office rent, staff salaries, staff benefits, utilities, office supplies, bank fees, legal fees, postage, shipping, insurance cost, phone/internet, routine accounting and legal services.
* The purchase, lease, or repair of, or insurance premiums for, capital goods that have an expected useful life of at least 1 year, such as furniture, equipment, machinery, removable fixtures, draperies, blinds, floor coverings, computer hardware and software, and portable electronic communications devices.
  + Items with an estimated useful life of more than one year and with a cost of $2,500 or more per item, the expenditures will be recorded as a requires an Asset Request Form and approved per USSEC’s DOA MATRIX.
* Memberships and subscriptions related to the industry
* Production and placement of advertising in print or electronic media or on billboards or posters.
* Production and distribution of banners, recipe cards, table tents, and similar point of sale materials.
* Production demonstrations to the trade and to consumers, and distribution of product;
* Temporary displays and rental of space for temporary displays.
* Expenditures associated with seminars and educational training.
* Expenditures associated with retail, trade and consumer exhibits and shows including participation fees booth construction, transportation or related materials, rental of space and equipment, and duplication of related printed materials.
* Subscriptions that are of technical, economic, or marketing nature and that are relevant to the approved project.
* Demonstrators, interpreters, translators, receptionists and similar temporary workers who help with the implantation of individual promotional activities, such as trade shows, and trade seminars.
* Translation of written materials as necessary to carry out approved activities.
* Subcontractor fees for professional and consultant services up to the guidelines provided by USB that are in effect at the date the service and is in compliance with the Act & the Order.
  + Fees for travel time are not reimbursable.
  + Invoices for the consultants’ time must be submitted as agreed to in the executed contracts.
  + Contracts shall be executed before any services are rendered.
  + See Contract Section for more requirements.
* Market research, including research to determine the types of products that are desired in a market.

**FMD Compliant – General Expenses - Included but not limited to**

* Production and placement of advertising in print or electronic media or on billboards or posters.
  + Copy of advertising should be included with expense voucher
* Production and distribution of banners, recipe cards, table tents, and similar point of sale materials.
  + Printing and/or purchasing expenses business cards are NOT reimbursable.
* Food service promotions, product demonstrations to the trade, and the distribution of promotional samples. The cost of the sample is NOT reimbursable including product development, product modification, or product research.
* Temporary displays and rental of space for temporary displays.
* Fees for participation in retail and trade exhibits and shows, and booth construction and transportation of related materials to such exhibits and shows.
* Trade seminars, including space rental, equipment rental, and duplication of seminar materials.
* Production and distribution of publications.
* Part-time Contractors, such as interpreters, translators, and receptionists, to help with the implementation of promotional activities, such as trade shows, food service promotions, and trade seminars.
* Giveaways, awards, and other similar promotional materials, subject to the limitation that FAS will not reimburse more than $1.00 per item. The items must be described in detail with a “per unit cost” in an approved FMD activity.
* Compensation and allowances for housing, educational tuition, and cost of living adjustments paid to U.S. citizen employees or U.S. citizen contractors stationed overseas, subject to the limitation that FAS shall not reimburse that portion of
  + The total of compensation and allowances that exceed 125 percent of the level of a GS-15, Step 10 salary for U.S. Government employee, and
  + Allowances that exceed the rate authorized by the U.S. Embassy personnel
* Foreign transfer, temporary lodging, and post hardship differential allowances for U.S. citizen employees.
* Approved salaries or compensation for non-U.S. citizens and non-U.S. contractors. Generally, FAS will not reimburse any portion of a non-U.S. citizen employee’s compensation that exceeds the compensation prescribed for the most comparable position in the Foreign Service National (FNS) salary plan applicable to the country in which the employee works. However, if the local FSN salary plan is inappropriate, a Cooperator may request a higher level of reimbursement for a non-U.S. citizen.
* Subcontractor fees for professional and consultant services up to the daily gross salary of a GS-15, Step 10 U.S. Government employees in effect on the date the fee is earned.
  + Fees for travel time are not reimbursable.
  + Invoices for the consultants’ time must be submitted as agreed to in the executed contracts.
  + Contracts shall be executed before any services are rendered.
  + See Contract Section for more requirements.
* **Overseas office** expenses including rent, utilities, communications originating overseas, office supplies, accident liability insurance premiums, and legal and accounting services.
  + Office Parking Fees not included in office rent are NOT reimbursable; standalone- parking fees are NOT reimbursable.
* Purchase, lease, or repair of, or the insurance premiums for property that has an expected life of at least one year such as furniture, equipment, machinery, removable fixtures, floor coverings, and computer hardware and software for **overseas offices**.
* Office décor, such as draperies or blinds for **overseas office**.
* Premiums for health or accident insurance or other benefits for foreign national employees that the employer is required by law to pay.
* Accident liability insurance premiums for facilities used jointly with third-party participants for Cooperator program activities, or such insurance premiums for travel of non-Cooperator personnel.
* Market research
* Evaluations, if not required by FAS to ensure compliance with program requirements.
* Legal fees to obtain advice on the host country’s labor laws;
* Employment agency fees;
* Purchase of trade and business periodicals containing material related to market development activities for use by overseas staff.
* Fees for storage of necessary program materials.

**MAP Compliant – General Expenses - Included but not limited to**

* Production and placement of advertising in print or electronic media or on billboards or posters.
* Production and distribution of banners, recipe cards, table tents, and similar point of sale materials (including business cards that target a foreign audience).
* In-store and food service promotion, production demonstrations to the trade and to consumers, and distribution of product samples (but not the purchase of product samples);
* Temporary displays and rental of space for temporary displays.
* Expenditures, other than travel expenditures, associated with seminars and educational training, whether conducted in the United States or outside the United States.
* Expenditures, other than travel expenditures, associated with retail, trade and consumer exhibits and shows, held OUTSIDE the United States including participation fees booth construction, transportation or related materials, rental of space and equipment, and duplication of related printed materials.
* In limited situations expenditures, other than travel expenditures, associated with retail, trade and consumer exhibits and shows, held INSIDE the United States including participation fees booth construction, transportation or related materials, rental of space and equipment, and duplication of related printed materials. For specifics, please check with the Chief Operating Officer.
* Subscriptions that are of technical, economic, or marketing nature and that are relevant to the approved activities.
* Demonstrators, interpreters, translators, receptionists and similar temporary workers who help with the implantation of individual promotional activities, such as trade shows, in-store promotions, food service promotions, and trade seminars.
* Giveaways, awards, and other similar promotional materials, subject to the limitation that FAS will not reimburse more than $2.00 per item. The items must be described in detail with a “per unit cost” in an approved MAP activity.
* Translation of written materials as necessary to carry out approved activities.
* Expenditures associated with developing, updating, and servicing Website on the Internet that clearly target a foreign audience.
* Compensation and allowances for housing, educational tuition, and cost of living adjustments paid to a U.S. citizen or a U.S. citizen contractor stationed overseas
  + Up to a total compensation and allowances of 125 percent of the level of a GS-15 Step 10 salary for U.S. Government employees,
  + Up to the rate authorized for U.S. Embassy personnel
* Approved Supergrade salaries for non-U.S. citizens and non-U.S. contractors stationed overseas.
* Compensation of non-U.S. citizen staff employees or non-U.S. contractors stationed overseas subject to the following limitations.
  + Where there is a local U.S. Embassy Foreign National (FSN) salary plan, will not reimburse any portion of such compensation that exceeds the compensation prescribed for the most comparable position in the FSN salary plan, except for approved supergrades,

Or

* Where an FSN salary plan does not exist, will not reimburse any portion of such compensation that exceeds locally prevailing levels, which USSEC must document by a salary survey or other means, except for approved supergrades.
* Accrued annual leave as of the time employment is terminated or as of such time as required by local law.
* Overtime paid to clerical staff of approved MAP-funded overseas offices.
* Subcontractor fees for professional and consultant services up to the daily gross salary of a GS-15, Step 10 U.S. Government employees in effect on the date the fee is earned.
  + Fees for travel time are not reimbursable.
  + Invoices for the consultants’ time must be submitted as agreed to in the executed contracts.
  + Contracts shall be executed before any services are rendered.
  + See Contract Section for more requirements.
* Organizational costs for **overseas offices** approved in MAP program agreements. Such costs include incorporation fees, brokers’ fees, fees to attorneys, accountants, or investment counselors, whether or not employees of the organization incurred in connection with the establishment or reorganization of the overseas office, and rent (office parking fees that are NOT included in the office rent are NOT reimbursable), utilities, communications originating overseas, office supplies, accident liability insurance premiums and routine accounting and legal services required to maintain overseas office.
* The purchase, lease, or repair of, or insurance premiums for, capital goods that have an expected useful life of at least 1 year, such as furniture, equipment, machinery, removable fixtures, draperies, blinds, floor coverings, computer hardware and software, and portable electronic communications devices.
  + Items with an estimated useful life of more than one year and with a cost of $1,500.00 or more per item, an Asset Request Form must be completed and approved per USSEC’s DOA MATRIX prior to the purchase.
* Such premiums for health or accident insurance and other benefits for foreign national employees that the employer is required by law to pay.
* Market research, including research to determine the types of products that are desired in a market.
* Legal fees to obtain advice on the host country’s labor laws.
* Employment agency fees
* Non-travel expenditures associated with conducting international staff conferences held either in or outside the United States.
* Expenditures related to copyright, trademark, or patent registration, including attorney fees.
* Rental or lease expenditures for storage space for program-related materials.
* Expenditures associated with developing, updating, and servicing Websites on the Internet that: Contain a message related to exporting or international trade, include a discernible “link” to the FAS/Washington homepage or an FAS overseas homepage; and have been specifically approved by FAS. Expenditures related to Websites or portions of the Websites that are accessible only to USSEC’s members are not reimbursable. Reimbursement claims for Websites that include any sort of “members only” sections must be prorated to exclude costs associated with those areas subject to restricted access:
* Expenditures not otherwise prohibited from reimbursement that are associated with activities held in the United States or abroad designed to improve market access by specifically addressing temporary, permanent, or impeding technical barriers to trade that prohibit or threaten U.S. exports of agricultural commodities.
* Membership fees in professional, industry-related organizations.

**PAYROLL POLICY**

All year-end merit increases and bonuses for USSEC staff shall be presented as recommendations by the USSEC CEO to the USSEC Executive Committee for consideration and approval prior to award.

**8c. Payroll Process**

Payroll is processed by USSEC’s payroll generalist. A full review is completed by the Controller or CFO prior to payment on the 15th and 30th of the month. There are two exceptions to this payment schedule:

* Pay date falls on a weekend – paid on the Friday before the 15th or 30th
* An employee is terminated and a payment to the employee is required to be paid within a specific number of days as required by law.

# BORROWING POLICY

From time to time it will be necessary for USSEC to borrow funds from outside sources to fund operations and expansion. This will be necessary because of the seasonality of income from fees, donations, and sales, and due to major expansions or revisions of USSEC programs.

Funds are to be borrowed only as required to meet these needs, and borrowing is to be consistent with sound fiscal and management practices. Borrowings are not intended to make up for inadequate planning or spending above budgeted levels.

Borrowing funds should be done within the following guidelines:

1. Borrowing should be within appropriate limits approved by the board prior to the time of borrowing.
2. Amounts should be borrowed at the lowest available interest rates. Where borrowing from individuals can be done at lower than current commercial rates, this may be done.
3. Most borrowing will be done at short-term conditions due to the seasonal nature of income. Long-term borrowing will be done only if rates are favorable and amounts for short-term would be at the same minimum level.

# BUDGET APPROVAL

USSEC will develop a budget each fiscal year for each of the program and administration areas. This budget will be approved by the Board prior to any funds being spent or allocated. Procedures are in place for the Chief Executive Officer to shift funding both inter and intra-region without a change in the total approved budget—notification will be given to the Executive Committee upon changes made.

**10a. BUDGET APPROVAL PROCESS**

Updated July 24, 2017

USSEC will develop a budget each fiscal year for each of the program and administration areas. This budget will be approved by the Board prior to any funds being spent or allocated. No program or administrative area may exceed the approved budget for its specific program or administrative area without prior Board approval. If USSEC needs to cut budgeted expenditures, the Chief Executive Officer and Audit and Budget Committee, shall review and propose the cutbacks to be approved by the Board.

USSEC Committee Chair has the authority to move funds between projects within an area. A movement of funds between projects within an area should be ratified by the full Committee at the following committee meeting.

A committee may make a funding request to the Audit and Budget committee for unfunded, new projects that cannot be funded with the committee’s budgeted dollars. If the Audit and Budget committee approves the request, the chair will take the request to the board for a vote.

**POLICY**

* Program initiation
  + USB
    - Executed Management Agreement between USSEC/USB
      * Approved by USSEC Executive Committee and USB Officers
      * Executed by the USSEC and USB Chairmen
      * Executed agreement requires both FASand AMS approval
      * Any amendment to the agreement, **or its attachments**, requires the re-approval of both sets of Officers and USDA
    - Project budgets must be analyzed to ensure proposals are sufficiently justified.
  + FAS
    - Receipt of Approval/Allocation Letter from FAS for respective program
      * These letters differ from normal project-level approvals – they signify the allocation of funds from the respective program to ASA (the cooperator of record with FAS)
* Initial project approval
  + USB-funded projects
  + Via UES
    - IM Committee
    - Agricultural Marketing Service (hereafter referred-to as AMS)
    - FAS
    - GO projects
    - USB GO Committee
    - AMS
  + FAS funded projects
  + Via UES
    - American Soybean Association (hereafter referred-to as ASA) TPIA Committee
    - FAS
* Project Priority List
  + USB-funded projects
    - IM Committee
  + FAS-funded projects
    - TPIA Committee
* Subsequent project approvals
  + USB-funded projects
    - IM Committee
    - AMS
    - FAS
  + FAS*-*funded projects
    - TPIA Committee
    - FAS
* Project Completion Date extensions
  + USB-funded projects
    - IM Committee
    - AMS and FAS notified for informational purposes only
  + FAS-funded projects
    - No extensions allowed

**Procedure**

Project budgets are entered and maintained in the accounting system per the approved UES each fiscal year.

* Initial project approval
* Management Agreement between USB and USSEC must be executed for the program year of the project
  + Involves negotiation between the Officers of USSEC and USB
  + All attachments to contract are included in this negotiation and are made part of the executed agreement
  + Agreement is executed by the USSEC and USB Chairmen
  + Executed agreement requires both FAS and AMS approval
  + Any amendment to the agreement, **or its attachments**, requires the re-approval of both sets of Officers and USDA
* Receipt of Approval/Allocation Letter for respective FAS programs
* Fully-approved UES by both the AMS and FAS
  + Budgets are presented by expense category (Employee Compensation, Office-Related, Professional Fee, etc.) for management informational purposes. Budgets enforced at a project level only
  + Exception is USB-funded administrative activities – held to a 10% overage via Attachment B of the USB/USSEC Management Agreement
* Projects are prioritized into a Project Priority List for each Funding Sourceand approved by the respective Committee
* GO projects require full USB GO Committee approval
* Expenses cannot be billed to USB until related project is moved to funded status via a Funding Notification
  + Approved by the USB IM Chairperson and respective Subcommittee Chairperson
* Expenses cannot be incurred or billed to FAS until the respective Approval/Allocation Letteris received for the related program
  + These letters differ from normal project-level approvals – they signify the allocation of funds from the respective program to ASA (the cooperator of record with FAS)
* Project adjustments
  + FAS
    - Change in budget or Project Completion Date ONLY
    - Initial approval is sought from the Chair of the TPIA Committee
      * Notification submitted to FAS per appropriate program regulation
* Change in project scope
  + Initial approval is sought from the Chair of the TPIA Committee
  + Major deviations from original project scope may warrant further approval by the Committee – Chair discretion
  + Notification submitted to FASper appropriate program regulation to increase or decrease total activity budget
* USB
  + Change in Project Completion DateONLY
    - Approval is sought from the IM Committee, via meeting, fax vote or conference call
    - Subsequent notification is sent to the AMSand FAS (informational only)
      * Letter prepared for and sent to USB staff for furtherance to USDA
  + Change in project budget or scope
    - Initial approval is sought from the IM Committee*,* via meeting, fax vote or conference call
    - Subsequent approval is the sought from AMSand FAS
      * Letter prepared for and sent to USBstaff for furtherance to USDA
  + Associated approvals must be received from AMSand FAS before utilizing the budget change or implementing the change in project scope
* USB funding status
  + Approved projects may exist in an approved status without being “funded”. “Approved” indicates that all parties approve of the project in its current state, while “funding” can only occur when sufficient funds exist – either from another project or Uncommitted Funds *(*FAS*)*, or in the respective Utilization AreaUnallocated Funds *(*USB*)*
  + Project Priority Lists, once approved, cannot be deviated-from without additional action by the respective Committee. New projects must be presented for placement in the Project Priority List, with the bottom of the list being the default location for all new projects
  + Initial placement of projects on the Project Priority List is based on approved strategic allocations. Projects are always funded in the order in which they appear on the list (highest to lowest)
  + Projects appearing on the approved Project Priority List for which there is insufficient funding are considered approved, pending funding, or “below the line”
* Changing USBfunding status
  + Funds become available to USSEC during the marketing year via several sources:
    - Initial allocation
    - Contributions from Qualified State Soybean Boards (hereafter referred to as QSSBs
    - Final Report of Expenditure (hereafter referred to as FROEs)
    - Turnbacks
    - These funds will be allocated to the various Utilization Area Unallocated “buckets” based on one of several possible scenarios:
      * To be discussed in detail with USB staff
* Approved Funding Notification forwarded to USB staff
* USB Executive Director approval
* No expenses are to be invoiced to USB until the project is formally moved to funded status
* USSEC Marketing staff notified
* USB Unallocated Funds
  + All funds allocated to USSEC by USB are by default “unallocated” until they are used to fund an approved project.
  + All USB Unallocated Funds are assigned to one or more Utilization Areas:
    - Animal Utilization – Demand Building
    - Animal Utilization – Customer Preference
    - Human Utilization – Demand Building
    - Human Utilization – Customer Preference
    - Industrial Utilization – Research & Commercialization
    - Market Access
    - Industry Relations
* QSSB Funding
  + May fund any project without regard to project priority
  + QSSB-funded projects “above the line” will offset USB funds, moving these funds to unallocated budget and therefore subject to strategic allocation
  + Projects “below the line” are considered immediately funded, with any funds necessary to fully-fund the project coming from Unallocated Funds
* Notifications
  + FAS approval to move funds from unallocated, adding new projects, cancellation of projects, add new markets or strategy change
  + Accounting notification of re-allocation of funds between approved activities
  + No restriction on movement of funds between regions

# SPONSORSHIP AND ENDOWMENTS POLICY

* + For sponsorship funding of an organization in an amount less than $5,000 (five thousand dollars) annually, the sponsorship funding must be provided with the stipulation that it not be used to influence governmental action or violate the Soybean Promotion Research and Information Act or Order.
  + For sponsorship funding of an organization in an amount exceeding $5,000 (five thousand dollars) annually, the sponsorship funding must:
    - Provide specific checkoff-related deliverables.
    - Provide specific performance measurements related to the payment.
    - Ensure that the total USSEC sponsorship shall not account for more than 50% (fifty percent) of the overall event at which the sponsorship took place. A statement describing the event and the benefit to the checkoff program shall accompany all sponsorship requests.
  + Based upon provisions of the Act and Order that require a “plan or project” and “budgets,” checkoff dollars should generally not be used to fund an endowment. USSEC does not recommend this type of activity.

# GIFTS AND DONATIONS POLICY

* Gifts and Donations may be made using IMF Funds and must follow the USSEC DOA Spending Approval Policy.
* Gift expenses of any kind are not reimbursable with ANY of the funding sources (USB, FMD, MAP, EMP, or QSP) even if they are customary in nature.
* This includes, but not limited to, red or white envelopes to trade contacts in Asia, customary items for team visitors, and speaker acknowledgements.
* Donations of any kind are not reimbursable with ANY of the funding sources (USB, FMD, MAP, EMP, or QSP).
* MAP (Revised 01/2013)
* For Giveaways, awards, prizes, gifts and other similar promotional materials, subject to such reimbursement limitation as CCC may determine and announce in writing to MAP Participants via a MAP notice issued on FAS’ Web site. Reimbursement is available only when:
* The items are described in detail with a per unit cost in an approved strategic plan; and
* Distribution of the promotional item is not contingent upon the consumer, or other target audience, purchasing a good or service to receive the promotional item.

# SOLICITATION OF FUNDS AND FINANCIAL REWARDS POLICY

The expenditure of checkoff dollars to fund activities to solicit funds for another organization, regardless of the organization's fundraising activities or the project in question, will not be authorized.

* This includes, but not limited to, red or white envelopes to trade contacts in Asia, customary items for team visitors, and speaker acknowledgements.

Leadership positions, contractors or subcontractors of USSEC are not allowed to receive any financial reward for activities conducted on behalf of that organization or a related organization.

# RESERVE POLICY

The Operating Reserve Policy for USSEC is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of USSEC for Operating Reserves to be used and replenished within a reasonably short period of time. The Operating Reserve Policy will be implemented in concert with the other governance and financial polices of USSEC and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

USSEC has established this policy to set the minimum level of operating reserves at $100,000.00. The USSEC Audit and Budget Committee will review this level annually at budget time; and as appropriate, make adjustment recommendations to the board.

**14a. RESERVE PROCESS**

* In years 2006 and 2007: carryover Undesignated Membership Funds were swept to the Reserve account and considered net assets
* In years 2008 and beyond: Once all expenses have been recorded for the calendar year, 25% of any carryover Undesignated Membership Funds will be swept to the Reserve account and considered net assets
* Additional allocations can be made to Reserve at the discretion of the USSEC Board
* USSEC Reserve should be maintained at a level of no less than $100,000, once that threshold is reached. Should the Reserve fall below this amount, Board action may be requested.

# BOARD INSURANCE POLICY

To alleviate board member concern of lawsuit liability, USSEC will provide Directors and Officer Insurance to all USSEC board members and employees.

USSEC will maintain a minimum level of $5,000,000 in liability insurance.

# BUSINESS CONTINUITY POLICY

USSEC shall develop, maintain, and update as conditions require a Business Continuity Plan that ensures the USSEC’s business continuity by providing the ability to successfully recover computer services and data in the event of a disaster.

1. **DELEGATION OF AUTHORITY POLICY**

This Delegation of Authority Policy is established to define the limits of authority designated to specified positions of responsibility within U.S. Soybean Export Council for both board members and staff and to establish the types and maximum amount of Organization obligations that may be approved by executives. All employees should be aware that conduct that contravenes these policies is subject to appropriate disciplinary action by the Organization, including possible termination of employment.

This policy is applicable to all aspects of the Organization, and any ventures that are controlled by the Organization.

Executives who have employees reporting to them need to take all necessary steps to ensure their employees know and follow the policy. Consequently, all executives should periodically consult with their staff members to determine appropriate procedures for implementation of the policy have been developed and are being followed.

**17.A – Delegation of Authority:**





# ADMENDMENT OF BOARD POLICY

Proposals for modifying USSEC’s Board Policies should be first referred to the Governance Committee. The Governance Committee will be responsible for investigating and considering the proposal and drafting any resulting policy recommendations for a vote of the full Board of Directors. Resolutions for USSEC action are normally considered at the regular meetings of the Board of Directors.

The Executive Committee has authority to suspend any policy. Ratification of this decision shall be done by vote of the full board at the next USSEC meeting.

Amendments Without Notice

Any rule or regulation may be suspended, repealed, amended or adopted at any regular meeting by a two-thirds (2/3) majority vote of the full USSEC Board without previous notice having been given.

Amendments by Notice

At any regular meeting any rule or regulation of the board may be suspended, repealed, amended, or adopted by a majority vote of the USSEC Board provided the notice of the proposed action shall have been given at the last regular meeting.

**18a. ADMENDMENT OF BOARD POLICY PROCESS**

Updated July 24, 2017

Procedures to add or amend board policies and procedures:

1. Board and/or staff recommends a specific board policy be developed or amended.
2. Appropriate USSEC staff will determine if USB or FAS already has a related policy in place.
3. If a similar policy exists, the USSEC policy will be developed or amended with consideration to the USB and/or FAS policy.
4. If a similar policy does not exist, the USSEC board policy will be drafted based on the board and/or staff recommendations.
5. Any procedures discussed will be determined if they are to be included in the policy or be separate. Only specific board procedures related to the board policy will be approved by the board.
6. Any specific internal procedures to support and implement the policy will be determined by staff with oversight by the CEO or senior staff or a specific committee.
7. All board policies and procedures will be reviewed every two years to ensure compliance by the board.
8. Board policies and procedures can be added or amended at any time.

# EXECUTIVE SESSION POLICY

US Soybean Export Council (USSEC) executive sessions provide a venue for handling issues that are best discussed in private, for fostering robust discourse, and for strengthening trust and communication. USSEC executive sessions serve three core functions: (1) they assure confidentiality, (2) they create a mechanism for board independence and oversight, and (3) they enhance relationships among board members and with the chief executive.

An executive session of USSEC board may be called by the chair under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, (c) to consult with the auditors and compensation consultants, (d) to acquire or dispose of property, (e) to discuss or act on personnel issues, or (f) to address such other matters as the board deems appropriate.

Only members of the governing body are entitled to attend, but others may be invited at the pleasure of the board. Those present must maintain the confidentiality of the discussion and anyone who violates that confidentiality is subject to disciplinary action.

Executive Sessions will only be held in person and will not be held with on conference call or electronically.

Executive sessions may be held at every board meeting and as needed.

**19a. EXECUTIVE SESSION PROCESS**

Updated July 24, 2017

**Procedures:**

Calling an Executive Session

The decision to hold an executive session belongs to the full board. While this is sometimes accomplished by a majority vote, it can also be accomplished by unanimous consent.

* Planned – Planned by the board chair and chief executive in advance and listed in the board agenda.
* Unplanned – Chair has the authority to call the executive session.
* Board member request – Majority or super majority confirm the decision to have an executive session.

Documentation:

* Minutes of Executive Session
  + No Minutes – If there is only discussion and a vote is not taken, the minutes only need to indicate when the session started and ended.
  + Minutes - What was done at the meeting shall be recorded, not what was said. Minutes should only be kept of business transacted (motions adopted) during the closed session.
  + Minutes are only accessible to those who had a right to be in the executive session and should not be attached to the regular board meeting minutes.
  + Any confidential documents distributed for an executive session should be clearly marked as confidential and collected at the end of the meeting and shredded.
  + Once the subject of the closed session is no longer confidential, the board can choose to open the minutes.
  + If in attendance, legal counsel or the CEO may take minutes or a designee should be appointed such as the Board Secretary
* Board Meeting Minutes
  + Regular board meeting minutes should indicate when the board went into an executive session, what the primary reason was (should be general), any formal decisions that were made in executive session, and when the board came out of the executive session.

Executive Session Attendance

* The meeting agenda should identify executive session participants, including any non-board members.

Subject

* The executive session should only address the topics identified. When the purpose of the executive session has been accomplished, the regular board meeting resumes.

Discussion

* Executive sessions will be for discussion, negotiation and in some instances decision making. After discussion, should the board wish to take action, it can be done back in the board meeting.
* Formal decisions, such as determining executive compensation, personnel issues, settling contract disputes will be decided in an executive session and ratified in the board meeting.

Informing the Chief Executive

* After an executive session without the chief executive, the chair will summarize the substance of the executive session.

Adjourn Executive Session

* Once the subject of the closed session is completed, the presiding officer simply announces that the executive session is ended and reopens the meeting.

# RECORDS AND RETENTION POLICY

All USSEC record retention requirements are in accordance with USB policy. Refer to USB policy for definitions.

**20a. RECORDS AND RETENTION PROCESS**

**RECORD RETENTION**

All USSEC record retention requirements are in accordance with USB policy.

Records Screening

* + - Records are to be screened periodically to determine if they are Active or Inactive. Active records are to be stored in the immediate area of the responsible custodian.
    - Records determined to be Inactive are to be reviewed for possible storage in the designated Records Center. An assessment is to be made of the:
      * Need for retention
      * Frequency of reference
      * Name of reference
      * Established retention period
      * Filing requirements
      * Volume of files
    - Duplicate and multiple materials, as well as paper and binder clips, are to be eliminated. Whenever possible, Official Record is the one to be retained. Official Records are not to contain personal notations, other than the author’s signature

Records Center Storage

* + - Records Storage Centers are to be in a safe, secure location and protected from environmental and other potential harm.
    - Storage containers are to be labeled using the numbering system in the USSEC Inventory List spreadsheet. This is a log of box numbers, locations, and contents. Containers are also to be labeled by year or periods and with sufficient detail to facilitate their reference, review and destruction.
    - Records which are essential to the continuity of USSEC are to be identified and designated as Vital Records.
    - Vital Records are to be duplicated and the duplicate records stored in off-site locations for reconstructive use in the event of a disaster.

Electronic Storage

* + - Records generated and maintained in company information systems or equipment (including the network drive) are to be periodically reviewed by the individual records custodians to ensure that the records management requirements set forth in the USSEC’s policy and procedures handbook are being met for electronic information systems.
    - Records stored in electronic media are to be grouped in a fashion to facilitate review and destruction at appropriate intervals.

Files Purging

* + - At least once annually, a formal files-purging process will be conducted. The process is to be planned and carried out within applicable areas of responsibility. During, or as a result of, this process:
      * Records that require retention are to be identified, grouped, labeled, and transferred to the records center for appropriate storage;
      * Records that have exceeded their required retention period are to be reviewed and destroyed, and
      * Unnecessary duplication and multiple copies of records are to be identified and destroyed.

Responsibilities

* + - Each staff/contractor personnel is responsible for assisting in the records-management process. Such responsibilities generally include:
      * Supporting preparation and maintenance of local records retention schedules;
      * Identifying, packaging, documenting and transferring applicable records to the records center;
      * Retaining only those records assigned to their function/custodial responsibility in accordance with the guidelines of our record retention policy;
      * Retrieving records from the records center within the time period established by the records management function; and
      * Reviewing and authorizing destruction of records at the retention expiration date.

# NEPOTISM POLICY

No person shall be employed by USSEC while any member of his/her immediate family serves on the Board of Directors or any committee of USSEC. Immediate family shall include spouse, parent, sibling, son, daughter, grandparent, grandchild or similar “in-law” common law spouse, or any person living in the same household.

# NON-FRATERNIZATION POLICY

To avoid any appearance of conflict of interest, Board members must not engage in intimate relationships with staff members of the USSEC. Existence of any such relationship must be disclosed to the Board Chairperson.

# CONTRACTS POLICY

Any document that obligates USSEC to perform a service, produce a product or compensate another party for the same shall be covered under the USSEC Process and Procedures. At no time shall an employee, contractor, agent, or other representative of USSEC enter into any agreement with a third party without adhering to those stated policies and procedures.

**23a. CONTRACTING PROCEDURES**

**PURPOSE**

The purpose of the contract is to establish the rights and duties of the U.S. Soybean Export (USSEC) and USSEC contractor. USSEC has mandatory procedures in place to ensure that the contractor’s previously defined description of duties, the expected deliverables, the timeframe of the deliverables, and the payment structure are understood by both parties.

**GENERAL INFORMATION**

* All contracts must be written between U.S. Soybean Export Council and Contractor.
* Any legally binding document to be signed by an individual listed on the USSEC Delegation of Authority Matrix must be reviewed and approved by the USSEC Contracts Department prior to signing.
* USSEC will not issue payments to anyone other than the entity or the individual identified in the contract.
* Any services or products purchased under a contract must support an approved project.
* The project budget must have adequate funds at the category level.
  + For your reference and analysis, refer to the Budget/Commitments Report for your region which is located on the X Drive at [X:\Reports\USSEC Reports\Project & Budget Commitments](file:///X:\Reports\USSEC%20Reports\Project%20&%20Budget%20Commitments)
* Contract term dates must be within the duration of the project
* Contractor’s travel time is not eligible for reimbursement.
* A contract is not required for a speaker that will not receive a professional fee for speaking and will be limited to seeking reimbursement for eligible, reimbursable expenses. Please send an inquiry to the Contracts Department to inquire whether or not an executed contract is in effect for the contractor chosen before asking the contractor to begin work.
* When possible, a standard USSEC contract, without modification, should be used for agreements to ensure that USSEC’s interests are protected and that all necessary USSEC and Funding Source policies and regulations are followed.
* At times, it is not practical to use a standard USSEC contract when purchasing a service or product and an alternate form of agreement will be enforced. This is typically where the industry standards dictate that a third-party contract or agreement is used and involves routine business expenses or asset purchases. The procedures included herein and the CONTRACT MATRIX will dictate when the use of an alternate form of an agreement is allowed.
* Prior to any contract being signed, the Project Manager should perform a thorough review of the proposed contract.
* USSEC Sponsorships require a contract.
  + Must identify the specific recognition and benefits of the U.S. Soy Industry.
  + Must provide specific deliverables.
  + Assure that the total sponsorship does not account for more than 50% of the overall costs of the event.
* Amendments to the contracts must be submitted if the executed contract in place requires additions or changes.
  + Contractors will not receive payment for work that is not outlined in the executed contract.
    - On the rare occasion that a contractor is asked at the last minute to complete work not accounted for in the executed contract and there is not sufficient time to complete the amendment process, prior approval per the DOA Matrix is required. If the proper documentation is not on file, payment cannot be made to the contractor.
* Approval and Signature Authority
  + All contracts require the appropriate level of approval in accordance with the Delegation of Authority (DOA) MATRIX. An employee of USSEC is required to sign all contracts.
  + All policies regarding contracts included herein should be followed. In the event that circumstances require USSEC to vary from the policies, the justification for the exception should be well documented and the proper approval obtained in accordance with the DOA MATRIX.
* Contract Compliance Examiner will retain all contract documentation in accordance with the USSEC Record Retention Policy.
* Contract Compliance Examiner will consult the federal government’s General Services Administration “System for Awards Management” (SAM) to ensure that the contract awardee is not debarred or suspended from doing business with the federal government nor delinquent in a debt to the United States as defined in OMB Circular A 1-29.

**PROCESS**

Competitive Bids and/or Cost Analysis

* All contracts must include competitive bids or other type of cost analysis to ensure competitive pricing from our vendors and contractors and remain in compliance with all funding source regulations. This will assist in determining the reasonableness of the offered price and ensure that all costs constitute an economical and effective use of program resources.
  + One exception – In-country representative positions are not required to be rebid after the initial award. After the initial award of an in-country representative, an annual performance review/evaluation must be completed to ensure that the terms of the contract are being met in a satisfactory manner.
* Must conduct all contracting in an openly competitive manner.

Contract Labor Services less than $25,000

* + Some type of cost analysis/comparison must be included. Tools available for use are:
    - USB Contractor Handbook should be reviewed and used when analyzing costs.
    - Mercer
      * World’s largest human resources consulting firm. Mercer helps organizations determine compensation levels that align with strategic talent around the world.
    - Market comparison
  + If the value of labor services for multiple contracts for the same vendor and for the same type of service is $25,000 or more, the procedures for “contract labor services $25,000 or more” must be followed.

Contract Labor Services $25,000 or More

* + Required to conduct an appropriate form of competitive bidding every 3 years.
    - Project Manager must indicate procedures for developing and publicizing requests for proposals, invitation for bids, and similar documents that solicit third-party offers to provide goods or services. Solicitations for professional and technical services shall be based on clear and accurate descriptions of and requirements related to the services to be procured. Such procedures must include a conflict of interest provision that states that no employee, officer, board member, or agent of USSEC will participate in the review, selection, award or administration of the contract if a real or apparent conflict of interest would arise.
    - Must indicate the method for evaluating proposals received for all contract competitions.
    - Obtain at least 3 competitive bids (where possible) to assure adequate competition and document the following:
      * Project Title
      * Purpose of Contract
      * List of Companies/Individuals that responded to the RFP
      * Summarize the response
      * Reason for selection

Contract Initiation and Execution

* The completed Contract Request Form (CRF) must be submitted 30 days prior to the start date (effective date) of the contract (exceptions to this rule can be made at the discretion of the CFO, COO and/or CEO).
  + Be sure to complete the current version of the CRF located…
    - [X:\Resources\Templates & Forms\Contract Request Form](file:///X:\Resources\Templates%20&%20Forms\Contract%20Request%20Form)
      * Must complete the Checklist tab to ensure that all documentation is submitted.
  + New contractors require the submission of a completely executed signed and dated W-9, W-8BEN or W-8BEN-E (as applicable).
  + Must include documentation from RFP process and/or cost analysis
    - If RFP process was completed, CRF package must include…
      * Request for Proposal - **and**
      * Copies of proposals received- **and**
      * The fair market value assessment - **and**
      * Memo of justification - reason for selection
      * Cost comparison
    - If the RFP process was not completed, a memo of justification for not conducting the RFP process must be included (please note there is no guarantee that the contract will be executed if an RFP was not complete within the last three years.
* The Contract Department will review all CRFs for compliance, budgetary purposes, and accuracy.
  + The Project Manager and Project Director will be informed on the status of the CRF process.
* Once the CRF is approved, the contract will be written and then signed by USSEC per the DOA MATRIX and the contractor.

**CONTRACTOR RATES**

Contractor must be paid, per their skill set, according to the following options:

* Hourly
* Daily
* Monthly - (USB Only)
* Fixed Fee - (USB only)

USB rates and specific rules:

Refer to the USB Contractor Handbook to determine the value of each contractor’s time. The handbook is based on industry standards.

* + Hourly Rate: Allowable hourly rate is provided in the USB Contractor Handbook
  + Daily Rate: If a contractor is to be paid in days, divide the daily rate by 8 and compare this to the hourly rate provided.
  + Monthly Rate: If a contractor is to be paid in months, divide the monthly rate by the number of working days in the month (excluding holidays) and then divide by 8 hours per day to arrive at the hourly rate in order to ensure the hourly rate is within the allowable rate by USB for the contractor’s skillset.
    - Please note that if the contractor is being paid a monthly rate then the expectation is that the contractor is working a full 40 hours per week and no other work can be done under a separate contract. If the contractor is not going to be working a full 40 hours per week for the month, then the contractor is not eligible to be paid a monthly rate. A daily rate or hourly rate would apply.
  + Fixed Fee: If a contractor is to be paid a fixed fee, you must provide a breakdown of the contractor’s hourly rate and the amount of effort that is anticipated to do the work for this project. Both are needed to substantiate the cost.

FAS rates and specific rules:

* + Contracts may be written based on an hourly or daily rate for all contractors. An exception to the hourly/ daily rate can be granted to USSEC’s key, full-time contractors to include a monthly rate.
    - Contractor rates cannot exceed the GS-15 Step 10 general pay scale which is used to determine the salaries of most civilian government employees. This rate is comparable to the top-level position in government. The rate is established on an annual basis. This is the maximum allowed, not necessarily the amount of the contractor’s value.
  + U.S. based contractors that provide administrative services to the U.S. office cannot be paid with FAS funds to implement or assist with approved international marketing efforts.

Contracts Matrix



# INTERNATIONAL TRAVEL SECURITY POLICY

USSEC is dedicated to the safety of their directors, employees, contractors and those engaging in USSEC international travel. USSEC will be proactive in providing the safest environment when travelling internationally through the Smart Traveler Enrollment Program (STEP) program and the Zurich Travel Assist Policy.

**24a. INTERNATIONAL TRAVEL SECURITY PROCESS**

**Smart Traveler Enrollment Program (STEP)**

* Provides important information from the Embassy about safety conditions in destination country, to assist in making informed decisions about travel plans.
* Helps the U.S. Embassy to contact the USSEC international team leader in an emergency, whether natural disaster, civil unrest, or family emergency.
* Helps family and friends get in touch with you in an emergency

USSEC international team leader will enroll U.S. citizens and nationals traveling abroad with the nearest U.S. Embassy or Consulate.

* Organization Account
  + USSEC will create an organization account to be used when groups are travelling to international destinations.
  + All trips will be registered no later than 2 days before departure.
* Individual Accounts
  + All employees travelling on a regular basis to international destinations will create an account and enroll in the STEP program.
* Federal Travel Regulations for International Travel
* USSEC shall notify the Attache/Counselor in the destination countries in writing in advance of any proposed travel.
* Travel notice should be far enough in advance to enable the Attache/Counselor to schedule appointments, make preparations, or otherwise provide any assistance being requested.
* Failure to provide advance notification of travel may result in disallowance of the expenses related to the travel.

**USSEC Zurich Travel Assist Policy**

All USSEC international team leaders will contact USSEC Zurich Travel Assist Policy when travelling to international destinations for security assistance:

* Zurich will obtain requirements for inoculation and immunization around the world from the Centers for Disease Control and the U.S. Department of State, Bureau of Consular Affairs
* 2 days before departure, determine active and archived alerts, city and country intelligence and interactive maps through online access to location-specific intelligence.
* 2 days before departure identify any travel advisories – Latest available travel advisories, including crime alerts and areas of instability, for countries worldwide.
* Contact security crisis center 24/7/365 to get latest updates.
* Determine Evacuation plan through Zurich consulting
* USSEC international team leader will provide all participants with contact information in case of an emergency.

**24a. STAFF TRAVEL PROCEDURES**

The USSEC Logistic Specialist’s (LS), is responsible for all international travel arrangements for USSEC staff. This includes the intra-country legs of that travel in most cases. In some cases, the Regional office will book the intra-country leg but you need to confirm with the Regional office.

To begin trip preparations, a travel authorization form (TA) should be completed, approved and signed according to USSEC’s Delegation of Authority Matrix. If a group travel authorization is prepared, it is the is the traveler’s responsibility to confirm the project number is listed correctly on the group form. All travel authorizations must be approved prior to submission to logistics and must reflect the proper project number to charge against. Upon completion of the form, the form should be sent to [travel@ussec.org](mailto:travel@ussec.org) for a travel authorization number assignment. The TA will be returned to the traveler upon assignment of the authorization number.

Domestic travel is arranged on concur by the traveler. The itinerary will automatically be ticketed on the Logistic Specialist’s credit card and emailed to the USSEC travel email box.

International travel is arranged by the USSEC Logistic Specialist Team. By contacting American Express travel or a dedicated agent via email at [executivetravel@trvlnk.com](mailto:executivetravel@trvlnk.com) . Utilizing the Travel form located at **Q:\Marketing\Forms\American Express Travel Form**. All airfare is charged to the USSEC Logistic Specialist’s American Express or Diners corporate card.

A tentative itinerary is emailed to the USSEC travel desk at [Travel@ussec.org](mailto:Travel@ussec.org). The airline ticket will not be issued until approval is received by the traveler. The LS will review the itinerary for compliance. Once approval is received, the LS advises the travel agent to issue the ticket. Electronic ticket/receipts will be emailed to USSEC travel email at [Travel@ussec.org](mailto:Travel@ussec.org). If the traveler has a profile, the invoice will be emailed to the traveler and LS.

**Guidelines:**

* Domestic travel must be purchased **14 calendar** days prior to the traveler’s departure date.
* International travel must be purchased **30 calendar** days prior to the traveler’s departure date.
* If tickets are not purchased within these guidelines a **30 calendar day** Exception Memo of Justification is required prior to purchase which is located at **Q:\Marketing\Forms\Memo of Justification** and approved according to USSEC’s Delegation of Authority Matrix. The traveler is responsible for his/her memo. A ticket may not be purchased prior to receiving approval.
* A traveler should never be booked in First Class unless it is a complimentary upgrade which must be noted on the invoice. Always book airfare according to restrictions imposed by the funding source.

**Funding Sources**:

**USB** funded travel allows business class if scheduled travel time including up to two hours of layover exceeds eight hours. Flights on foreign air carriers are allowed if flights on an American Flag carrier are cost prohibitive. Restricted to lowest economy cost for travel less than eight hours.

**FMD** funded travel allows business class if scheduled travel time includes up to four hours of layover exceeds 14 hours and the origin and/or destination are outside the US. US travel is not permitted. All flights must be on an American or European Flag carrier for flights that begin and end in the US. Restricted to non-refundable economy cost for international travel of 14 hours or less. U.S. travel is permitted for teams.

**MAP** funded travel must be on an American Flag carrier or European Flag Carrier when the flights begin and/or end in the U.S.  MAP funded travel is restricted to coach class unless the scheduled travel exceeds 14 hours beginning with the scheduled departure time, ending with the scheduled arrival time (maximum four hours layover), **AND** prior **approval from FAS** is granted prior to the purchase of the ticket.   In order to obtain the approval from FAS send an email request to Cheryl Huson ([chuson@ussec.org](mailto:chuson@ussec.org)) that includes a strong justification.  The request will be forwarded to FAS.

**EMP** funded travel is restricted to coach class regardless of scheduled travel time.  All flights must be on an American Flag carrier or European Flag carrier. U.S. only travel is not permitted.

U.S. only travel is not permitted with the exception of one escort of a foreign trade mission.  **One** home office employee **OR** one state department of agriculture employee **OR** one board member may accompany foreign trade missions and technical teams while traveling in the United States.

**The following documentation is necessary for all business class travel:**

Itinerary must show both the fully refundable and non-refundable (if applicable) business class cost and coach on the business class itinerary. Itineraries are maintained in the files with all other necessary information.

* The ticket price must be lower than the maximum cost of airline ticket on the travel authorization form.
* Lowest airfare either business or economy must be purchased.
* Travel must be by a direct or usually traveled route.

All airline charges made by the LS are charged to their American Express Corporate credit card or Diners card. Any changes made in route are to be paid for by the traveler.

**Hotels:**

Hotels rates should not exceed the allowable per diem rates. There may be occasions when the actual lodging expense is greater than the published per diem lodging rate and an Over Per Diem Exception Memo is required. This can occur for many reasons: costs increases due to local special events, limited availability, the event is held in the hotel in which the traveler would like to stay, exchange rate fluctuations, etc. If the hotel rate exceeds the per diem rate, then an exception memo is required which is located at **Q: \Marketing\Forms\Per Diem Memo** and is approved according to the USSEC Delegation of Authority Matrix. The memo should accommodate the Travel Authorization Form. The traveler is responsible for his/her own memo. Please note that No-Show lodging expenses are not reimbursable.

**Passports and Visas:**

Passport application/renewal forms can be obtained/processed at certain US post offices or by following the country specific instructions found at [www.traveldocs.com](http://www.traveldocs.com).

Work must begin on the visa application(s) immediately, as some require more time to process than others. Verify with Country Office (region) to determine whether a visas/letter of invitation are needed and, if so, to obtain the most current visa application requirements and form(s).

**CONSULTANT TRAVEL PROCEDURES**

A USSEC Project Manager notifies the St. Louis office of an upcoming consultant visit by the submission of an ADVANCE NOTIFICATION FOR CONSULTANT (ADNOT) via email to the USSEC ADNOT box - [ADNOTS@ussec.org](mailto:ADNOTS@ussec.org). The ADNOT must be received in the USSEC St. Louis office at least **50 calendar days** in advance of the traveler’s departure date. Work will not begin on the trip until a **fully completed ADNOT** is received. Upon receipt of a completed ADNOT, the Logistic Specialist (LS) team member will confirm receipt to the proper project manager (with a copy to the Marketing Assistant) and will file a copy in the **Q: \Marketing\Program Assistant\ADNOT received calendar year**.

The LS reviews the ADNOT. All pertinent information must be included. If there is missing or confusing information in the ADNOT, the LS will contact the Project Manager to obtain and/or clarify information. A revised ADNOT is emailed to [ADNOTS@ussec.org](mailto:ADNOTS@ussec.org). Upon receipt of the revised, completed ADNOT, the Logistic Specialist (LS) team member will confirm receipt to the proper project manager (with a copy to the Marketing Assistant) and will file a copy in the **Q: \Marketing\Program Assistant\ADNOT received calendar year**.

The LS will follow up with Contracts Department via the contract database: **Please note that NO TRAVEL ARRANGEMENTS CAN BE MADE UNTIL THE CONTRACT IS SIGNED BY THE CONSULTANT.**

**USSEC Country Office (region) Responsibilities:**

Completion of ADNOT.

Country Office (region) arranges “Letter of Invitation” for visa, if applicable.

Country Office (region) arranges ground transportation and lodging for consultant while in country. This information should be forwarded to the Logistic Specialist.

Country Office (region) sends someone to meet the consultant at the airport upon arrival or provides arrival instructions and provides arrival instructions, escort and support for the consultant while in-country.

**USSEC St. Louis Office Responsibilities:**

Set up an activity file folder with the consultant’s name, project number, destination and travel dates labeled on the folder tab utilizing the consultant log sheet located at **Q: \Marketing\Forms\Consultant Log Sheet.** Any correspondence or information relative to the activity is to be kept in this folder. Logistic Specialist are responsible for maintaining all information relating to each consultant.

Once the LS receives noticed that the contract is signed, a Travel Authorization Form can be filled out and approved according to USSEC’s Delegation of Authority Matrix.

The LS will call or email the USSEC Consultant in order to determine if he/she would like USSEC to reserve the flight arrangements. When possible, USSEC would like all travel arrangements to be handled by the home office (St. Louis) team. If the LS will be handling travel arrangements, prompt return of the Consultant’s departure city and any other relevant necessary information to make their travel arrangements is necessary. Information requested will include: Traveler’s full name, date of birth, carrier preference, seat preference, and frequent flyer information.

If the Consultant prefers to handle his/her own travel arrangements, the Project Manager is required to approve this request. An email will be sent with instructions on how to contact American Express travel, the steps involved in booking travel and all pertinent information required to book travel (project number and travel authorization number). A copy of the itinerary should be forwarded to the LS for compliance purposes. Once approved, the consultant may proceed with issuing the electronic ticket.

The American Express agent emails the itinerary/invoice to [travel@ussec.org](mailto:travel@ussec.org) .

**Guidelines:**

* Domestic travel must be purchased **14 calendar** days prior to the traveler’s departure date.
* International travel must be purchased **30 calendar** days prior to the traveler’s departure date.
* If tickets are not purchased within these guidelines a **30 calendar day** Exception Memo of Justification is required prior to purchase which is located at **Q:\Marketing\Forms\Memo of Justification** and approved according to USSEC’s Delegation of Authority Matrix. The traveler is responsible for his/her memo. A ticket may not be purchased prior to receiving approval.
* A traveler should never be booked in First Class unless it is a complimentary upgrade which must be noted on the invoice. Always book airfare according to restrictions imposed by the funding source.

**Funding Sources**:

**USB** funded travel allows business class if scheduled travel time including up to two hours of layover exceeds eight hours. Flights on foreign air carriers are allowed if flights on an American Flag carrier are cost prohibitive. Restricted to lowest economy cost for travel less than eight hours.

**FMD** funded travel allows business class if scheduled travel time includes up to four hours of layover exceeds 14 hours and the origin and/or destination are outside the US. US travel is not permitted. All flights must be on an American or European Flag carrier for flights that begin and end in the US. Restricted to non-refundable economy cost for international travel of 14 hours or less. U.S. travel is permitted for teams.

**MAP** funded travel must be on an American Flag carrier or European Flag Carrier when the flights begin and/or end in the U.S.  MAP funded travel is restricted to coach class unless the scheduled travel exceeds 14 hours beginning with the scheduled departure time, ending with the scheduled arrival time (maximum four hours layover), **AND** prior **approval from FAS** is granted prior to the purchase of the ticket.   In order to obtain the approval from FAS send an email request to Cheryl Huson ([chuson@ussec.org](mailto:chuson@ussec.org)) that includes a strong justification.  The request will be forwarded to FAS.

**EMP** funded travel is restricted to coach class regardless of scheduled travel time.  All flights must be on an American Flag carrier or European Flag carrier. U.S. only travel is not permitted.

U.S. only travel is not permitted with the exception of one escort of a foreign trade mission.  **One** home office employee **OR** one state department of agriculture employee **OR** one board member may accompany foreign trade missions and technical teams while traveling in the United States.

**The following documentation is necessary for all business class travel:**

Itinerary must show both the fully refundable and non-refundable (if applicable) business class cost and coach on the business class itinerary. Itineraries are maintained in the files with all other necessary information.

* The ticket price must be lower than the maximum cost of airline ticket on the travel authorization form.
* Lowest airfare either business or economy must be purchased.
* Travel must be by a direct or usually traveled route.

All airline charges made by the LS are charged to their American Express Corporate credit card or Diners card. Any changes made in route are to be paid for by the traveler.

If the itinerary meets the compliant standards, including staying within budget limitations and funding restrictions specified on the Travel Authorization Form, then the itinerary is emailed to the traveler for approval to ticket.

If the itinerary is not compliant, the LS emails the American Express travel, dedicated agent to change the itinerary to be within the guidelines. The itinerary is resent to [travel@ussec.org](mailto:travel@ussec.org).

Once the LS has received approval to ticket, an email is sent to American Express travel agent to issue the ticket. The electronic ticket/receipt is emailed to [travel@ussec.org](mailto:travel@ussec.org).

All airfare booked by USSEC LS is charged to the LS American Express credit card or Diner’s Card. If the Contractor books his/her own ticket, all charges go against the traveler’s credit card.

**14 calendar days** prior to the trip, the LS will email the proper Project Manager, to request the Post Notification.

**10 calendar days** prior to the trip, the LS will send insurance, trip report guidelines, expense report guidelines, electronic ticket information, and lodging and ground transportation information.

**Passport and Visas**

Consultants are responsible for their own passport and visas. If a visa is required for travel, the Country Office (region) will provide a letter of invitation and the LS will provide a business letter, if necessary.

**GROWER LEADER TRAVEL PROCEDURES**

**(ASA/USB/USSEC Board Members)**

(**NOTE**: The following procedures apply to all USSEC, ASA and USB Grower Leaders, for all funding sources. USSEC prefers that all Grower Leader travel is arranged by a Logistic Specialist team member).

The appropriate Action Team lead will notify the appropriate Action Team Chair and ASA CEO of a Grower Leader trip and request designation of traveler upon receipt of the ADNOT from the Country Offices, (region) which is at least 50 calendar days in advance of the traveler’s departure date. ADNOTS are sent to the ADNOT email box at [ADNOTS@ussec.org](mailto:ADNOTS@ussec.org).

The Grower Leader’s name(s) must be provided to USSEC, to complete the ADNOT, prior to the traveler’s departure date. Work will not begin on the trip until a **fully completed ADNOT** is received.

**The USSEC Country Office (region) will complete the following:**

Country Office (region) arranges “Letter of Invitation” for visa, if applicable.

Country Office (region) will make the inter-country airline flights if applicable.

Country Office (region) arranges ground transportation and lodging for Grower Leader (s) while in country. This information should be forwarded to the LS.

Country Office (region) sends someone to meet the Grower Leader (s) at the airport upon arrival or provides arrival instructions, escort and support for the Grower Leader(s) while in-country.

**The Logistic Specialist (LS) will complete the following:**

File a copy in the **Q: \Marketing\Program Assistant\ADNOT received calendar year**. LS will confirm receipt of the ADNOT with the proper Project Manager.

An activity file will be set up. The file folder will be labeled with the Grower Leader’s name, project number, and travel dates. All correspondence or information relative to the activity is kept in this folder. The LS is responsible for maintaining all information relating to each Grower Leader’s trip.

The LS will email or call the Grower Leader to request prompt return of the Grower Leader’s departure city and any other relevant necessary information to make their travel arrangements (full name, date of birth, carrier preference, seat preference, frequent flyer information). A USSEC Travel Authorization Form will be created. The Travel Authorization Form is located at **Q: \Projects\Resources\Templates & Forms/ Travel Authorization Form.**

An approval, according to USSEC’s Delegation of Authority Matrix, must be obtained by a Project Manager prior to airline tickets being purchased. Once an approved form is received, a travel authorization number will be assigned to the travel request.

Prior to ticketing, the LS will provide flight options to the Grower Leader. Once the proper itinerary is selected, the LG will reach out to American Express Travel. American Express Travel will send a tentative itinerary to the [travel@ussec.org](mailto:travel@ussec.org) email box for compliant review. Once it meets compliance, the tentative itinerary will be sent to the traveler for review and approval to ticket. Once approval is received, an email is sent to the travel company to issue the ticket. The electronic ticket/invoice is emailed to the [Travel@ussec.org](mailto:Travel@ussec.org) email box.

All airfare will be charged to the LS American Express corporate card or Diners Card with the exception of airfare charged during a flight if changes are necessary. These charges will go against the traveler’s card.

**Guidelines:**

* Domestic travel must be purchased **14 calendar** days prior to the traveler’s departure date.
* International travel must be purchased **30 calendar** days prior to the traveler’s departure date.
* If tickets are not purchased within these guidelines a **30 calendar day** Exception Memo of Justification is required prior to purchase which is located at **Q:\Marketing\Forms\Memo of Justification** and approved according to USSEC’s Delegation of Authority Matrix. The traveler is responsible for his/her memo. A ticket may not be purchased prior to receiving approval.
* A traveler should never be booked in First Class unless it is a complimentary upgrade which must be noted on the invoice. Always book airfare according to restrictions imposed by the funding source.

**Funding Sources**:

**USB** funded travel allows business class if scheduled travel time including up to two hours of layover exceeds eight hours. Flights on foreign air carriers are allowed if flights on an American Flag carrier are cost prohibitive. Restricted to lowest economy cost for travel less than eight hours.

**FMD** funded travel allows business class if scheduled travel time includes up to four hours of layover exceeds 14 hours and the origin and/or destination are outside the US. US travel is not permitted. All flights must be on an American or European Flag carrier for flights that begin and end in the US. Restricted to non-refundable economy cost for international travel of 14 hours or less. U.S. travel is permitted for teams.

**MAP** funded travel must be on an American Flag carrier or European Flag Carrier when the flights begin and/or end in the U.S.  MAP funded travel is restricted to coach class unless the scheduled travel exceeds 14 hours beginning with the scheduled departure time, ending with the scheduled arrival time (maximum four hours layover), **AND** prior **approval from FAS** is granted prior to the purchase of the ticket.   In order to obtain the approval from FAS send an email request to Cheryl Huson ([chuson@ussec.org](mailto:chuson@ussec.org)) that includes a strong justification.  The request will be forwarded to FAS.

**EMP** funded travel is restricted to coach class regardless of scheduled travel time.  All flights must be on an American Flag carrier or European Flag carrier. U.S. only travel is not permitted.

U.S. only travel is not permitted with the exception of one escort of a foreign trade mission.  **One** home office employee **OR** one state department of agriculture employee **OR** one board member may accompany foreign trade missions and technical teams while traveling in the United States.

**The following documentation is necessary for all business class travel:**

Itinerary must show both the fully refundable and non-refundable (if applicable) business class cost and coach on the business class itinerary. Itineraries are maintained in the files with all other necessary information.

* The ticket price must be lower than the maximum cost of airline ticket on the travel authorization form.
* Lowest airfare either business or economy must be purchased.
* Travel must be by a direct or usually traveled route.

All airline charges made by the LS are charged to their American Express Corporate credit card or Diners card. Any changes made in route are to be paid for by the traveler.

If the itinerary meets the compliant standards, including staying within budget limitations and funding restrictions specified on the Travel Authorization Form, then the itinerary is emailed to the traveler for approval to ticket.

If the itinerary is not compliant, the LS emails the American Express travel, dedicated agent to change the itinerary to be within the guidelines. The itinerary is resent to [travel@ussec.org](mailto:travel@ussec.org).

Once the LS has received approval to ticket, an email is sent to American Express travel agent to issue the ticket. The electronic ticket/receipt is emailed to [travel@ussec.org](mailto:travel@ussec.org).

All airfare booked by USSEC LS is charged to the LS American Express credit card or Diner’s Card. If the Contractor books his/her own ticket, all charges go against the traveler’s credit card.

**14 calendar days** prior to the trip, the LS will email the proper Project Manager, to request the Post Notification.

**10 calendar days** prior to the trip, the LS will send insurance, trip report guidelines, expense report guidelines, electronic ticket information, and lodging and ground transportation information.

**Passport or Visas**

The LS will verify whether or not the Grower Leader has a need for a passport or visa for their trip.

Passport applications/renewal forms can be obtained/processed at certain US Post offices or at Travel Documents website: [www.traveldocs.com](http://www.traveldocs.com).

**14 calendar days** prior to the trip, the LS will email the proper Project Manager, to request the Post Notification.

**10 calendar days** prior to the trip, the LS will send (via email) the electronic ticket, insurance declaration of coverage and plan features, electronic expense form, lodging information, ground transportation instructions and whether or not someone from the Country Office (region) will be picking up the traveler from the airport.

**INBOUND TEAM TRAVEL PROCEDURES**

A finalized ADNOT is prepared and routed to the St. Louis Office for review and approval. The USSEC Project Manager or Regional Office will send this at least **50 calendar days** prior to the team’s departure date.

The Country Office (region) notifies the Director, QSSB Manager and Logistic Specialist (LS) of a team visit by the submission of an **ADVANCE NOTIFICATION OF TEAM VISIT (ADNOT**). The ADNOT is sent to the ADNOT email box at [ADNOTS@ussec.org](mailto:ADNOTS@ussec.org). Work is not started on the itinerary until the ADNOT is received.

A QSSB Manager will be assigned to coordinate the site visits and other necessary arrangements for the team visits.

For the team planning to precede all pertinent information must be included in the ADNOT. Initially, the names of the individual team members may not be known; however, the Country Office (region) should be able to indicate the number of team members.

A copy of the ADNOT will be filed at: **Q: \Marketing\Program Assistant\ADNOT received calendar year**. LS will confirm with the Project Manager that the ADNOT has been received. A copy will be sent to the Marketing Assistant

An activity file folder is set up with the team’s name, project number and travel dates. All correspondence or information relative to the team is to be kept in this folder. The LS is responsible for maintaining all information relating to each team visit.

A rough itinerary, following suggestions from the ADNOT, will be planned and saved at: **Q: \Marketing\Forms\Draft Itinerary**.

All communications with vendors (Hotel, Transportation Company, University, Conference organizer, Restaurant, etc.) will include a copy to the Project Manager specified in the ADNOT so he/she is aware of the approximate rate per person for a rough idea of how the final expenses would be based on the number of team members who plan to make the trip.

Once a general outline has been formed, proceed with detailing the itinerary as follows:

**Hotel Reservations:**

Try to locate a hotel near the airport or the site of the team visit whichever is more convenient and includes ground transportation and breakfast. Look at **Q: \Marketing\Program Assistants\Hotel, Transportation List** for past hotels utilized.

The American Express Corporate Card or Diners Club Corporate Card will be used to pay for the hotel accommodations room and tax only. (Exceptions are made when team members pay for their own hotel accommodations. This type of information is located in the ADNOT. If team members are paying for their own hotel rooms, advise the team escort to relay to the team members to charge only the room and tax not incidental fees, e.g. movie rental, food/beverages, laundry service, telephone calls, etc.

The LS credit card will be given as a guarantee for late arrival if the team members are paying for their own room and tax. If the room and tax are charged to the LS credit card, advise the team escort that the team members will have to bring a credit card for their incidentals and that a charge maybe implemented on their credit card when the team member checks in as a deposit for the incidentals and therefore will be removed at checkout. The LS will obtain all receipts and folios from the hotel if the room and taxes are charged to the LS credit card.

Check the website for the per diem hotel rate in the state where the team is traveling at [www.gsa.gov](http://www.gsa.gov). Click on per diem rates at the top left hand corner.

Call the hotel and ask to speak with someone in group sales or the sales department depending upon the number of team members or call your hotel chain sales contact to make your hotel reservations. Ask for government rate. If the hotel cannot give the government rate and is more than the per diem rate, advice the team escort that a memo will need to done.

Send a credit card authorization letter located at **Q: \Marketing\Forms\Credit Card Authorization** to the appropriate hotel.

Provide a rooming list to the hotel noting first and last names of the team members include the bus driver if applicable. Once you receive confirmation numbers, rate and cancellation policy, add to the itinerary.

Make sure the team escort knows that if a room is cancelled, it must be done by the cancellation date specified by the hotel or USSEC will be charged a “no show” fee.

**Airline Reservations:**

LS will make airline reservations if requested in the ADNOT.

A Travel Authorization Form will need to be completed, approved and signed according to the USSEC Delegation of Authority Matrix prior to airline tickets being purchased. Once approved, a travel authorization number will be given for the travel request.

The USSEC Country Office (region) usually arranges for the team’s international airline tickets; however, the LS may be requested to arrange any domestic tickets. The ADNOT should clearly state who is responsible for the arrangement of any require domestic or international airline tickets. The Country Office (region) should provide passport copies for names and date of birth.

If the ticket is being booked by the LS, contact will be made with the American Express Travel dedicated agents to arrange for airline tickets. The American Express Travel Agent will send a tentative travel itinerary to review for compliance to the [travel@ussec.org](mailto:travel@ussec.org) email box. If the travel itineraries are compliant, then the itinerary is sent to the Project Manager to approve. Once the LS has received approval, then the tickets can be issued. All electronic tickets/receipts are sent to the [travel@ussec.org](mailto:travel@ussec.org) email box.

**Guidelines:**

* Domestic travel must be purchased **14 calendar** days prior to the traveler’s departure date.
* International travel must be purchased **30 calendar** days prior to the traveler’s departure date.
* If tickets are not purchased within these guidelines a **30 calendar day** Exception Memo of Justification is required prior to purchase which is located at **Q:\Marketing\Forms\Memo of Justification** and approved according to USSEC’s Delegation of Authority Matrix. The traveler is responsible for his/her memo. A ticket may not be purchased prior to receiving approval.
* A traveler should never be booked in First Class unless it is a complimentary upgrade which must be noted on the invoice. Always book airfare according to restrictions imposed by the funding source.

**Funding Sources**:

**USB** funded travel allows business class if scheduled travel time including up to two hours of layover exceeds eight hours. Flights on foreign air carriers are allowed if flights on an American Flag carrier are cost prohibitive. Restricted to lowest economy cost for travel less than eight hours.

**FMD** funded travel allows business class if scheduled travel time includes up to four hours of layover exceeds 14 hours and the origin and/or destination are outside the US. US travel is not permitted. All flights must be on an American or European Flag carrier for flights that begin and end in the US. Restricted to non-refundable economy cost for international travel of 14 hours or less. U.S. travel is permitted for teams.

**MAP** funded travel must be on an American Flag carrier or European Flag Carrier when the flights begin and/or end in the U.S.  MAP funded travel is restricted to coach class unless the scheduled travel exceeds 14 hours beginning with the scheduled departure time, ending with the scheduled arrival time (maximum four hours layover), **AND** prior **approval from FAS** is granted prior to the purchase of the ticket.   In order to obtain the approval from FAS send an email request to Cheryl Huson ([chuson@ussec.org](mailto:chuson@ussec.org)) that includes a strong justification.  The request will be forwarded to FAS.

**EMP** funded travel is restricted to coach class regardless of scheduled travel time.  All flights must be on an American Flag carrier or European Flag carrier. U.S. only travel is not permitted.

U.S. only travel is not permitted with the exception of one escort of a foreign trade mission.  **One** home office employee **OR** one state department of agriculture employee **OR** one board member may accompany foreign trade missions and technical teams while traveling in the United States.

**The following documentation is necessary for all business class travel:**

Itinerary must show both the fully refundable and non-refundable (if applicable) business class cost and coach on the business class itinerary. Itineraries are maintained in the files with all other necessary information.

* The ticket price must be lower than the maximum cost of airline ticket on the travel authorization form.
* Lowest airfare either business or economy must be purchased.
* Travel must be by a direct or usually traveled route.

All airline charges made by the LS are charged to their American Express Corporate credit card or Diners card. Any changes made in route are to be paid for by the traveler.

If the itinerary meets the compliant standards, including staying within budget limitations and funding restrictions specified on the Travel Authorization Form, then the itinerary is emailed to the traveler for approval to ticket.

If the itinerary is not compliant, the LS emails the American Express travel, dedicated agent to change the itinerary to be within the guidelines. The itinerary is resent to [travel@ussec.org](mailto:travel@ussec.org).

Once the LS has received approval to ticket, an email is sent to American Express travel agent to issue the ticket. The electronic ticket/receipt is emailed to [travel@ussec.org](mailto:travel@ussec.org).

All airfare booked by USSEC LS is charged to the LS American Express credit card or Diner’s Card. If the Contractor books his/her own ticket, all charges go against the traveler’s credit card.

**14 calendar days** prior to the trip, the LS will email the proper Project Manager, to request the Post Notification.

**10 calendar days** prior to the trip, the LS will send insurance, trip report guidelines, expense report guidelines, electronic ticket information, and lodging and ground transportation information.

**Ground Transportation:**

If ground transportation is requested on the ADNOT, reservations will be made according to the budget listed on the ADNOT. Note: There is no per diem for ground transportation although it must be reasonable. A spreadsheet with past companies utilized is located at **Q: \Marketing\Program Assistant\Hotel, Transportation List**.

A car, van or bus (with driver) will be reserved depending on the size of the team in the various locations where ground transportation is required. Room for luggage will be allowed. It is customary to provide gratuity for the driver. If the bus/driver will remain with the team an extended period of time, a determination will be made with the bus company as to whether or not the cost of the driver’s hotel room(s) will be included in the contract amount and whether or not USSEC will pay the driver’s room expense along with those of the rest of the team.

The bus driver’s meals are the responsibility of the driver. USSEC may pay for a meal if so inclined, however, the team escorts are not required to provide meals.

The LS American Express card or Diners Club card may be used for payment. When services are complete, the company must provide an invoice and receipt of payment. If a credit card authorization form is required, the LS will provide a copy to the appropriate rental car/bus company.

The bus driver’s name, cell phone and contact number and address for the bus company is added the itinerary.

**Meeting Rooms:**

Occasionally, the Project Manager will request the LS to set up a meeting room. The LS will contact the hotel to see if there is availability and a cost. Often times, the hotel will not charge for the meeting room. The LS will work with the Project Manager to determine whether or not food, beverages and audio visual equipment are required.

As soon as the details are final, the final itinerary information will be updated. The Project Manager will provide confirmation of appointments, site visits, times, contact names, etc. and any other details to the itinerary. The finalized itinerary will be distributed to the Country Office (region) no later than five business days prior to the team’s departure to the U.S. with the Declaration of Coverage and Plan features to each team members.

**Conference or Trade Show Registrations**

If the trade team is attending a conference or trade show, the LS will register the team members. The conference information must be included within the approved ADNOT.

**Contracts**

If LS books a hotel or a bus, the company may require a contract. The contract must be reviewed by the St. Louis Contracts Department. Once approved, the contract will be signed according to USSEC’s Delegation of Authority Matrix.

**Insurance**

The team members are only covered by the insurance during the period of their team visit.

**Expenses**

Once the expenses for the team have been collected, the LS will provide the team escort and Project Manager a summary of the expenses using the Team Expense Summary located at **Q:\Marketing\Forms\Team Expense Summary.**

The Team Expense Summary includes hotel accommodations, meeting rooms, domestic airline tickets, ground transportation and miscellaneous expenses.

# MINUTES POLICY

The Directors and Executive Committee are required to take minutes of meetings.

A draft copy of the minutes of Board meetings, shall be sent to each Director within 21 (twenty-one) working days of the meeting. “The Secretary shall keep the minutes of all meetings of the Board and Executive Committee, see that all notices are duly given in accordance with the provisions hereof, or as required by law, be custodian of all corporate books and records and in general perform all duties incident to the Office of Secretary and shall have such other duties as may be assigned to him/her by the Chairperson or by the Board from time to time. A draft copy of the minutes of every meeting of the Board shall be mailed to each director and the Secretary of Agriculture within 21 working days.” (Article VII, Section 7. Duties of the Secretary in the Bylaws [Appendix G](file:///C:\Users\kwestmark\Desktop\Extracted%20Board%20Policies\9-11-2017%20Consolidated\25.%20MINUTES%20POLICY.docx#_Appendix_G_–_1))

Upon approval by the Executive Committee, a copy of the minutes of every Executive Committee meeting shall be provided within 14 (fourteen) working days to each Director and the U.S. Secretary of Agriculture.

Upon approval of the Management Notes of Committee Meetings, the Management Notes will be distributed to each Director within 14 (fourteen) working days.

# PECUNIARY REWARDS

USSEC does not allow producers who have maintained a leadership position at USSEC, its contractors, or its subcontractors, from receiving either as a producer or as a staff person any pecuniary reward for activities conducted on behalf of that organization or a related organization.

# ANNUAL INCENTIVE EMPLOYEE COMPENSATION POLICY

* The USSEC Board has vested the Annual Incentive employee compensation and evaluation process to the CEO with the following specific provisions:

* + Specific incentive targets (% of salary) will be established at the beginning of the fiscal year and this pool will be budgeted as a part of USSEC’s annual budgeting process and approved by the Executive Committee.
  + Prior to payout at the close of each Fiscal year, the aggregate amount recommended by the CEO will be reviewed by and approved by the USSEC Chairman
  + CEO’s Incentive Compensation will be determined and approved annually by the USSEC Executive Committee.

# EXECUTIVE COMPENSATION AND INTERMEDIATE SANCTIONS POLICY

**Section 1. Introduction and Purpose.** This executive compensation and intermediate sanctions policy ("Policy") is hereby established by US Soybean Export Council ("USSEC") to ensure that its compensation arrangements with related parties are evaluated and entered at arms' length and that any compensation that is paid to a related party is reasonable and reflects fair market value.

More specifically, this Policy is intended to manage and avoid any transaction that would constitute an "excess benefit transaction" as that term is defined in Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"). USSEC is a Delaware nonprofit corporation and is exempt from federal income tax as an organization described in Code Section 501(c)(6). USSEC is an organization subject to the taxes on excess benefit transactions as set forth in Code Section 4958. Accordingly, it is the intent of USSEC to avoid any transaction which could give rise to the excise (penalty) taxes imposed by Code Section 4958.

**Section 2. Definitions.** The following terms as used in this Policy are more fully defined in Code Section 4958 and the Treasury Regulations (the "Regulations") issued pursuant thereto. Key definitions can be summarized as follows:

1. The term "Disqualified Person" means a person who is or has been in a position to exercise substantial influence over the affairs of USSEC during the five years ending on the date of the transaction, a member of his or her family, or an entity in which the Disqualified Person has in excess of thirty-five (35%) percent control. Persons holding the following powers and responsibilities are deemed to be in a position to exercise substantial control over an organization: voting members of the governing body, the president, the chief executive officer, the chief operating officer, the treasurer and the chief financial officer. Others may be in a position to exercise substantial control over USSEC if the facts and circumstances justify such a conclusion.
2. The term "Excess Benefit" means the amount by which the value of the economic benefit provided by USSEC directly or indirectly to or for the use of a Disqualified Person exceeds the consideration received from the Disqualified Person. In other words, an "Excess Benefit" occurs if the Disqualified Person receives better economic terms than USSEC when they engage in a transaction.
3. The term "Excess Benefit Transaction" means any transaction in which an economic benefit is provided by USSEC directly or indirectly to or for the use of any Disqualified Person, if the value of the economic benefit provided exceeds the value of the consideration, including services, received for providing such benefit. In other words, an "Excess Benefit Transaction" is a transaction with economic terms that benefit a Disqualified Person at the expense of USSEC.
4. The term "Fixed Payment" means a payment made in exchange for the provision of specified services or property, the amount of which is specified in a contract or determined by a fixed formula specified in a contract. A Fixed Payment may include an amount that depends upon specified future contingencies or events, including revenues generated by USSEC, provided that no person is permitted to exercise discretion when calculating the amount thereof or determining whether or not to make such payment.

**Section 3. General Rule**. USSEC intends to avoid any Excess Benefit Transaction whereby Excess Benefit is bestowed upon a Disqualified Person, as all these terms are defined. Transactions which present the risk of bestowing Excess Benefit will be scrupulously avoided. When a potential risk is identified, the procedures set forth below should be followed to manage the identified risk.

**Section 4. Procedures For Establishing A Rebuttable Presumption That A Transaction Is Not An Excess Benefit Transaction.** Pursuant to the Regulations issued under Code Section 4958, a rebuttable presumption that a transaction is not an Excess Benefit Transaction may be established. The Board of Directors of USSEC (the "Board") will endeavor to establish the foregoing presumption by reviewing transactions which raise the risk of Excess Benefit. Persons having a conflict of interest will be excluded from this decision-making process. If necessary, a subcommittee which may include directors as well as others who are free of conflict of interest may be formed for this purpose. The Board will accomplish this by complying with the following procedures whenever a potential risk is identified:

1. The transaction shall be approved in advance by USSEC's Board, a committee of the Board, or other parties authorized by the Board to act on its behalf (to the extent permitted by state law) composed entirely of individuals who do not have a conflict of interest with respect to the transaction at issue (the "Decision-Making Body").
2. A person has a conflict of interest if that person:
3. *is a Disqualified Person (or a family member thereof) who is participating in or economically benefiting from the transaction at issue;*
4. *is in an employment relationship subject to the direction or control of a Disqualified Person (or a family member thereof) who is participating in or economically benefiting from the transaction at issue;*
5. *receives compensation subject to approval by a Disqualified Person (or a family member thereof) who is participating in or economically benefiting from the transaction at issue;*
6. *has a material financial interest affected by the transaction; or*
7. *has previously received, or anticipates receiving, an economic benefit through a transaction approved, or to be approved, by a Disqualified Person (or a family member thereof) who is participating in or economically benefiting from the transaction at issue.*
8. The Decision-Making Body shall obtain and rely upon appropriate data as to the comparability of the terms of the transaction prior to making its decision.
9. The Decision-Making Body has appropriate comparability data if, considering the knowledge and expertise of its members, it has sufficient information to determine that the transaction in its entirety is reasonable or at fair market value.
10. Relevant information with respect to a compensation transaction includes:
11. *compensation paid by similar organizations for functionally comparable positions;*
12. *the availability of similar services within the geographic area;*
13. *current compensation surveys performed by independent firms; and*
14. *written offers from competing entities for the services of the Disqualified Person.*
15. If USSEC's annual gross receipts are less than one million dollars, USSEC will have considered appropriate comparability data as to a compensation arrangement if it has data on compensation paid by three comparable organizations in the same or similar communities for similar services.
16. Relevant information with respect to a property transaction includes:
17. *current independent appraisals; and*
18. *offers received in a competitive and open bidding process*.
19. The Decision-Making Body shall adequately document the basis for its determination concurrently with making that decision.
20. Adequate documentation must include:
21. *the terms of the transaction approved;*
22. *the date the transaction is approved;*
23. *the members of the Decision-Making Body present during debate and who participated in voting;*
24. *the comparability data obtained and relied upon and how it was obtained; and*
25. *any actions taken by anyone on the Decision-Making Body who had a conflict of interest with respect to the transaction.*

In the event USSEC wishes to establish the foregoing presumption with respect to a payment which is not a Fixed Payment, USSEC will ensure that the procedures described above have been satisfied only after the exact amount of such payment has been determined, or a fixed formula for calculating the payment has been specified.

To the extent additional guidance is needed by the Decision-Making Body in its deliberations, the Regulations under Code Section 4958 and/or legal counsel may be consulted for insight and guidance.

**Section 5. Rules Relating To Compensation For Services.** If USSEC intends to compensate a Disqualified Person for services rendered to USSEC, the Decision-Making Body shall clearly indicate its intent to treat the economic benefit as compensation for services by providing written substantiation that is contemporaneous with the payment of the compensation. In addition to the substantiation required by Section 4(c), the Decision-Making Body shall develop the following written substantiation with respect to compensation payments to a Disqualified Person:

1. USSEC shall report the economic benefit given to the Disqualified Person as compensation on an original Federal tax information return (e.g., Form 990, Form W-2, or Form 1099); or
2. USSEC shall reflect its intent that the economic benefit be considered compensation for services through:
3. An approved written employment or consulting contract executed on or before the date of the compensation payment; or
4. Written resolutions of the Decision-Making Body indicating that it approved the compensation payment for services on or before the date of the payment.

# 29. USSEC CEO EVALUATION AND CONTRACT POLICY

* Approved by the USSEC Executive Committee by fax vote and discussion on July 7, 2013.
* Amended on August 8, 2013 to clarify that survey results to be shared with CEO at same time as they shared with the Executive Committee.

Purpose:

* To ensure that a consistent and transparent evaluation process exists, and is utilized in the annual evaluation of USSEC's CEO with the goal of optimizing USSEC's performance.
* To define timing of contract negotiations with USSEC's CEO so the organization and the individual have common expectations and the organization is assured of continuity.

Annual Evaluation Process:

* This process to be completed by the commencement of USSEC Annual Meeting each year.
* Evaluation input will be solicited from the Board prior to the commencement of the formal evaluation discussions. This will be done using a written (or electronic) evaluation questionnaire. Open-ended feedback will be encouraged.
* Evaluation results will be tallied by a 3rd party (not the CEO) and initially shared with the Executive Committee in preparation for their evaluation discussions with the CEO.
* CEO will provide brief summary evaluation as input to the Executive Committee prior to evaluation discussions. This will cover performance towards agreed upon objectives and other adhoc issues that arose during the year.
* Summary Evaluation results and verbatim comments will be shared with CEO at the same time as the Executive Committee to be discussed during evaluation process.
* Evaluation discussion will take place between Executive Committee and CEO.
* At next Board Meeting CEO will provide Board with a performance summary and

Chairman will provide report to Board on outcome of Evaluation Process.

* Separate from the evaluation process CEO to prepare and Executive Committee to

Review and Approve Performance Objectives for the coming year prior to October 1

Contract Policy:

USSEC will endeavor to have a minimum of a 15 month contract period in force for the Chief Executive Officer at all times. The current CEO contract expires December 5, 2020.

1. a. ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT FOR EMPLOYEES AND CONTRACTORS OF THE U.S. SOYBEAN EXPORT COUNCIL (USSEC)

I, the undersigned Director, Employee or Contractor of USSEC, hereby state that the best of my knowledge except as noted below:

1. I do not have a position with or significant ownership interest (10% or more) in any corporation, partnership or other legal entity that transacts business with USSEC.

2. I, as an individual, do not transact any business with USSEC except as specifically negotiated via USSEC's standard business process.

3. No member of my family within the first degree of consanguinity is an employee of USSEC or would come within the meaning of Assertion No. 1 or No. 2 above.

List here any exceptions to the above statements:

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4. Please list all gifts valued at more than $50 that have been received in the past year

from organizations/persons who have transacted, are transacting or may transact

business with USSEC. Attach additional sheets if necessary.

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I agree that if any situation arises that in any way contradicts the above statements, I will immediately notify one of USSEC’s Officers of any conflict, real or potential, and make full disclosure thereof. I have read and understand the USSEC Conflict of Interest Policy.

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USSEC Director, Employee or Contractor

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Date

1. . ANTIHARASSMENT PROTOCOL

Prohibited Conduct

* Unlawful harassment is verbal, physical or non-verbal conduct that belittles or shows hostility or aversion toward an individual because of race, color, gender, religion, national origin, age, sexual orientation, citizenship status, pregnancy, mental or physical disability, veteran status, political beliefs, marital or family status, or any other characteristic to the extent prohibited by Federal, state or local laws.
* Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal, written or physical conduct of a sexual nature by employees, supervisors, managers or directors where such conduct is either:
* made an explicit or implicit term or condition of employment;
* is used as the basis for employment decisions affecting employees; or

has the purpose or effect of substantially interfering with an employee’s work by creating an intimidating, hostile or offensive working environment.

* Under most circumstances, harassment refers to the type of conduct that is pervasive, repetitive and sufficiently severe to alter the conditions of an employee’s employment. Such conduct may include, but is not limited to, repeated and unsolicited, unwelcome or unwanted comments with sexual overtones, sexual jokes or ridicule, physical gestures or actions of a sexual nature or offensive comments about one’s race, color, ancestry, national origin, age, disability, religion, sex or sexual orientation. Harassment may also refer to a single incident that is sufficiently outrageous or harmful, in and of itself, that it substantially alters the conditions of an employee's employment or interferes with that individual's ability to perform job related responsibilities. Such conduct may include, but is not limited to, a demand for sex in order for an employee to keep his or her job or a promise of a promotion in return for sexual favors

Reporting Harassment

* Any person who believes he or she is a victim of harassment, including sexual harassment, discrimination or retaliation, the following steps should be taken:
* Tell the harasser to stop, if feasible.
* If, however, a person is not comfortable confronting the offender, he or she should promptly report the conduct to the CEO, HR designee or Board Chairman.
* A contractor’s staff may also report the behavior to his or her supervisor, who should then report the behavior to one of the individuals listed above.
* Keep records of the incident in a secure location within HR, specifically what occurred and what was said.
* Report repeated unwelcome behavior or incidents of harassment as soon as possible to your immediate supervisor, Human Resources designee, Board Chairman or CEO.
* A prompt and thorough investigation of all complaints of harassment, discrimination and retaliation will be made. The investigation will be made in such a way as to maintain confidentiality to the greatest extent possible.

Retaliation Prohibited

* All persons should report all forms of harassment without fear of reprisal. The Organization takes all discrimination and harassment claims seriously. A person subject to retaliation should report the conduct immediately. USSEC will take appropriate disciplinary action.

Responsive Action

* If it is determined that inappropriate conduct has occurred, the Organization will act promptly to eliminate the offending conduct and impose disciplinary action up to and including separation of employment, when appropriate. If it is determined that inappropriate conduct has been committed by one of our customers, vendors or clients, appropriate action will be taken. A Director will be dealt with in a manner calculated to end any offensive conduct and prevent future misconduct. If appropriate, the Board Chairman or designated Officer will recommend the Director be removed.
* If an investigation reveals that sexual harassment has occurred, the harasser may also be held legally liable for his or her actions under Federal or state anti-discrimination laws or for separate legal actions that pertain to the overseas jurisdiction in which the alleged offense occurred.

Responsible Person is defined as the CEO, HR designee or Board Chairperson.

Confidentiality

* Violations or suspected violations may be submitted to the Responsible Person on a confidential basis by the complainant or may be submitted anonymously. USSEC will keep a complaint confidential throughout the investigation to the extent practicable and appropriate under the circumstances.

The Organization will not tolerate frivolous claims of harassment.

1. ADMENDMENT OF BOARD POLICY

Proposals for modifying the USSEC’s Board Policies should be first referred to the Governance Committee. The Governance Committee will be responsible for investigating and considering the proposal and drafting any resulting policy recommendations for a vote of the full Board of Directors. Resolutions for USSEC action are normally considered at the regular meetings of the Board of Directors.

The Executive Committee has authority to suspend any policy. Ratification of this decision shall be done by vote of the full board at the next USSEC meeting.

Amendments Without Notice

Any rule or regulation may be suspended, repealed, amended or adopted at any regular meeting by a two-thirds (2/3) majority vote of the full USSEC Board without previous notice having been given.

Amendments by Notice

At any regular meeting any rule or regulation of the board may be suspended, repealed, amended, or adopted by a majority vote of the USSEC Board provided the notice of the proposed action shall have been given at the last regular meeting.

Procedures to add or amend board policies and procedures:

1. Board and/or staff recommends a specific board policy be developed or amended.
2. Appropriate USSEC staff will determine if USB or FAS already has a related policy in place.
3. If a similar policy exists, the USSEC policy will be developed or amended with consideration to the USB and/or FAS policy.
4. If a similar policy does not exist, the USSEC board policy will be drafted based on the board and/or staff recommendations.
5. Any procedures discussed will be determined if they are to be included in the policy or be separate. Only specific board procedures related to the board policy will be approved by the board.
6. Any specific internal procedures to support and implement the policy will be determined by staff with oversight by the CEO or senior staff or a specific committee.
7. All board policies will be reviewed every two years to ensure compliance by the board.
8. Board policies and procedures can be added or amended at any time.

33. BOARD ROLES AND RESPONSIBILITIES

Board of Directors / General Charge (Role)

**Approved 2/26/2013, amended 9/16/2013, amended 9/8/2015**

Acting as a whole, the duty of the Board is to have general charge and oversight of the affairs, funds, assets and properties of the U.S. Soybean Export Council in accordance with its Certificate of Incorporation, Bylaws, and relevant federal and state laws. The Board of Director’s (the Board) purpose is to implement the appropriate polices and to wisely invest the organization’s resources in programs and policies that will achieve the organization’s mission.

## Responsibilities

1. Determine the organization’s mission and purpose and maintain a clear strategic focus while ensuring consistency with U.S. soy family organization’s strategic plans.
2. Ensure effective organizational planning. The Board actively participates in an overall planning process and monitoring the plan’s goals and objectives. Each year the Board will formally review the Strategic Direction to ensure relevance with those the Board represents and for consistency with other organizations in the Soy Family.
3. Select the Chief Executive Officer.
4. Provide input into the Chief Executive Officer’s annual evaluation. The Board ensures that the Chief Executive Officer has the support he or she needs to further the goals of the organization.
5. Provide proper financial oversight ensuring compliance requirements of various funding sources. Ensure clearly defined financial systems are implemented for funded activities.
6. Approve the annual budget and ensure that proper financial controls are in place so the necessary resources are in place to achieve Board approved goals and objectives.
7. Safeguard the fiduciary interests of the organization by reviewing and approving financial statements that accurately and thoroughly reflect the fiscal status of the organization, including budgets, income and expense statements, fund balances and an annual audit.
8. Ensure appropriate risk management policies are developed and properly applied.
9. Ensure legal and ethical integrity and maintain accountability. The Board is ultimately responsible for adherence to legal standards and ethical norms.
10. Determine, monitor and strengthen the effectiveness and efficiency of all programs conducted on an annual basis.
11. Delegate authority to the Executive Committee in a manner consistent with the bylaws.
12. Ensure that members are fully informed regarding the activities of the organization and the investment of their funds.
13. Enhance the organization’s public standing. The Board should clearly articulate the organization’s mission, accomplishments, and goals to the public to garner support from the community.
14. Ensure visionary leadership and a committed Board through Board development, Board composition and Board self-assessment and evaluation.
15. Approve USSEC’s membership goals and fee structure.
16. Recruit new members and leaders to strengthen the organization and sustain its viability.

33a. Board Member / General Charge (Role)

Together with other directors of USSEC, each Board member is responsible for fulfilling his or her roles and responsibilities to the best of his or her ability to ensure that the mission of the organization is realized. A Board member will serve a term of two years with a maximum of three consecutive terms.

## Responsibilities

1. Attend all Board meetings and functions (such as special events) and participate in the proceedings.
2. Know the organization’s mission, services, policies and programs.
3. Participate in membership recruitment and retention activities for USSEC.
4. Actively participate in the formulation of goals and objectives through the annual budget and program planning process.
5. Assist the Board in carrying out its fiduciary responsibilities, such as reviewing the organization’s annual financial statements.
6. Prepare for and participate in the discussions and the deliberations of the Board. Review agenda and supporting materials prior to board and committee meetings.
7. Serve on committees and actively participate in their meetings.
8. Serve as a public spokesperson for the organization. Represent the organization at various functions and within other industry organizations.
9. Serve on task forces as needed and offer to take on special assignments
10. Keep up to date on developments of the industry.
11. Be available to staff and other directors between meetings of the Board.
12. Be committed to the work of the organization
13. Be aware of and abstain from any conflict of interest. Follow conflict of interest, code of ethics anti-trust and confidentiality policies.

Time Commitment: A Board member devotes approximately 10 days per year attending functions and meetings representing the Board and participation on committee meetings.

**30f. BOARD CHAIRPERSON / GENERAL CHARGE (ROLE)**

The Board Chairperson is responsible for guiding and coordinating the work of the USSEC Board and its committee structure to ensure attainment of the USSEC mission/vision statement and strategic planning goals. The Board Chairperson is the organization’s primary volunteer public advocate, and will be called upon to communicate about the association’s position on current industry issues.

## Desirable Attributes and Skills

* Previous leadership experience and training, including but not limited to a knowledge of parliamentary procedures, consensus building skills, a level of social and business skills, and financial management skills necessary to run a multi-million dollar business.
* Possess a comprehensive understanding of the soybean industry at such a level to gainfully contribute to discussions among peer and industry leaders.
* Provide vision and broad oversight for setting organizational direction.
* Possess the ability to speak articulately to audiences of varying sizes and to speak or respond in writing to interview questions from individuals representing various media outlets.
* Highly skilled in current communications technology.
* Commitment to the work of the organization.

## Responsibilities

1. Serve as a member of the Board.
2. Serve as a member of the Executive Committee.
3. Serve as the chief volunteer and act as principal Board person of the organization.
4. Foster a positive working relationship with other Board members and staff.
5. Attend and chair all Board and Executive Committee meetings; prepare for and participate in the discussions and the deliberations of same; and report results to the full Board.
6. With the Chief Executive Officer, prepare an agenda and support materials, etc. for all Board and Executive Committee meetings.
7. Execute an approved consent agenda.
8. Prepare for each Board and Executive Committee meeting by reading materials distributed prior to the meeting.
9. Ensure an annual Board and committee meeting calendar is prepared and distributed.
10. Ensure all committees actively participate in the annual budget and program planning process and that committees complete all board-assigned tasks.
11. Encourage Board’s role in strategic planning.
12. Appoint (in consultation with other Board members), monitor and coordinate the work of all committee chairs. Appoints committee vice chairs.
13. Serve as an ex-officio member of each committee.
14. Serve as one of the “Responsible Persons” to which an individual can report any violations of USSEC policies.
15. With direction from the Board, work with the Executive Committee to appoint ad hoc committees and task forces.
16. Provide leadership to the Board, who sets the policy and to whom the chief executive officer is accountable.
17. Ensure that the internal operations of the organization are conducted efficiently and effectively by supervising the chief executive officer.
18. Guide and mediate Board actions with respect to organizational priorities and governance concerns.
19. Sign corporate and legal documents as necessary.
20. Oversee the nomination and Board development process.
21. Be familiar with and faithfully follow the organization’s conflict of interest, code of ethics, anti-trust and confidentiality policies.

Time Commitment: The Board Chairperson devotes approximately 30 – 40 full days per year, attending functions and meetings representing the Board (in addition to Board and committee meetings). The Board Chairperson may also participate in various partial day events, and one or two-hour radio, television or print interviews and meetings to convey the mission, strategic plan and tactics of the organization.

Responsible Person refers to the CEO, Board Chairperson and HR designee.

**30g. VICE-CHAIRPERSON GENERAL CHARGE (ROLE)**

To ensure continuity in the leadership of USSEC by working closely with the Board Chairperson regarding important matters facing the organization. In addition to the USSEC Board Chairperson, the Vice-Chairperson assists as the organization’s public advocate, and will be called upon extensively to speak and write about the organization’s activities, investment areas, and positions on current industry issues. Carry out the duties and responsibilities of the Board Chairperson in their absence.

## Desirable Attributes and Skills

* Previous leadership experience and training, including but not limited to a knowledge of parliamentary procedures, consensus building skills, and a level of social and business skills necessary to run a multi-million dollar business.
* Possess a comprehensive understanding of the soybean industry at such a level to gainfully contribute to discussions among peer and industry leaders.
* Provide vision and broad oversight for setting organizational direction.
* Possess the ability to speak articulately to audiences of varying sizes and to speak or respond in writing to interview questions from individuals representing various media outlets.
* Highly skilled in current communications technology.
* Commitment to the work of the organization.

Responsibilities

* 1. Serve as a member of the Board.
  2. Serve as a member of the Executive Committee.
  3. Reports to the Board Chairperson.
  4. Works closely with the Board Chairperson and other officers.
  5. Performs other responsibilities as assigned by the Board or Chairperson

1. Commitment to the work of the organization.
2. Act as a resource to other committees.
3. Be knowledgeable of and faithfully follow the organization’s conflict of interest, code of ethics, anti-trust and confidentiality policies.
4. Prepare for and participate in the discussions and the deliberations of the Board.
5. In the absence of the Board Chairperson, the Vice-Chairperson assumes all responsibilities of the Board Chairperson.

Time Commitment: The Board Vice-Chairperson devotes approximately 15 to 20 full days per year, attending functions and meetings representing the Board (in addition to Board and committee meetings). The Board Vice-Chairperson may also participate in various partial day events, and one or two hour radio, television or print interviews and meetings to convey the mission, strategic plan and tactics of the organization.

**30h. BOARD SECRETARY / GENERAL CHARGE (ROLE)**

Oversee the record keeping and correspondence of the Board of Directors, ensuring compliance with relevant provisions of the bylaws and state and federal laws governing nonprofit corporations.

Desirable Attributes and Skills

* Should possess or be willing to work toward gaining leadership experience and training, including but not limited to consensus building skills, and a level of social and business skills necessary to run a multi-million dollar business
* Possess thorough knowledge and application of parliamentary procedures.
* Provide a vision and broad oversight for setting organizational direction.
* Highly skilled in current communications technology.

Responsibilities

1. Serve as a member of the Board.
2. Serve as a member of the Executive Committee.
3. Ensure accurate records of the proceedings and membership of the organization are kept with staff support. Ensure the safekeeping of the official records and documents of the organization with staff support, except those covered under the responsibilities of the treasurer.
4. Ensure the proper recording of all business transacted at each meeting of the Board and Executive Committee with staff support.
5. Ensure minutes of the Board and Executive Committee meetings are distributed to all members shortly after the meetings.
6. Be sufficiently familiar with the organization’s primary legal documents (articles of incorporation, by-laws, IRS letters, etc.) to note applicability during meetings.
7. Ensure accurate records of the Board membership are maintained. Ensure that proper notices are sent in accordance with the provisions of the bylaws and operational procedures or as required by law.
8. Sign appropriate organizational documents as needed.
9. Ensure that the corporate record book is maintained.
10. Be committed to the work of the organization.
11. Act as a resource to other committees.
12. Be aware of and abstain from any conflict of interest. Follow conflict of interest, code of ethics, anti-trust and confidentiality policies.
13. Prepare for and participate in the discussions and the deliberations of the Board.
14. Assume other duties as may be assigned by the Chairperson or the Board.

Time Commitment: The Board Secretary devotes approximately 20 full days per year, attending functions and meetings representing the Board (in addition to Board and committee meetings). The Board Secretary may also participate in various partial day events, and one or two hour radio, television or print interviews and meetings to convey the mission, strategic plan and tactics of the organization.

**30i. BOARD TREASURER / GENERAL CHARGE (ROLE)**

The Board Treasurer assumes the primary financial responsibilities of the Board, and is the custodian of the organization’s funds. The Board Treasurer is responsible for broad oversight and compliance.

Desirable Attributes and Skills

* Should possess or be willing to work toward gaining leadership experience and training, including but not limited to knowledge of parliamentary procedures, consensus building skills, bookkeeping and numeric principles, and a level of social and business skills necessary to run a multi-million dollar business.
* Provide vision and broad oversight for setting organizational direction.
* Highly skilled in current communications technology.
* Commitment to the work of the organization.

Responsibilities

1. Serve as a member of the Board.
2. Serve as a member of the Executive Committee.
3. Chair the Audit and Budget Committee.
4. Ex-officio member of the USSEC Employee 401K Committee
5. Have or cause to have charge and custody of and responsible for all funds and securities of the Corporation.
6. Monitor receipt and distribution of all funds due to and held by the organization
7. As Chair of the Audit and Budget Committee present to the Board an annual budget for their approval.
8. Provide governance, oversight, and support for any external audits by USB and USDA.
9. Ensure an annual audit of the association’s books is conducted.

Ensure agreed upon financial statements are included in any required reports

**30j. COMMITTEE MEMBERS / GENERAL CHARGE (ROLE)**

Each committee member is responsible for fulfilling the committee’s responsibilities to the best of his or her ability so that the goals of the committee are realized. Each person volunteering to serve on a committee shall agree at the time of acceptance of appointment to actively participate in the work of the committee. Active participation includes accepting and performing committee assignments, responding to telephone calls, emails, and correspondence on committee matters, attending committee meetings, etc. Committee members will be evaluated by the chair based on their participation in the committee’s activities. The member will keep the chair fully informed of the circumstances that interfere with responsible participation in the committee’s work.

## Responsibilities

1. Actively participate in the formulation of organization goals, objectives and projects through the annual budget and program planning process.
2. Demonstrate a willingness to learn by maintaining an awareness of current issues, policies and trends impacting the organization and its stakeholders and members.
3. Prepare for each committee meeting by reading materials distributed prior to the meeting.
4. Attend all committee meetings and participate in the proceedings.
5. Be available to fellow committee members and staff between meetings of the committee.
6. If necessary, serve as a public spokesperson for the organization on a local level and communicate to all members and stakeholders in an effective, consistent and clear manner.
7. Be able to respectfully contribute to committee discussions and disclose any and all conflicts of interest.
8. Maintain confidentiality and exercise sound judgment in carrying out committee business.
9. Act in good faith and in accordance with what they believe to be in the best interests of stakeholders and members of the organization.
10. Problem solve as a group.
11. Actively contribute to reaching committee consensus.
12. Work towards alignment with other organization committees wherever practical and relevant.
13. Committee members are encouraged to use the committee forum as a leadership development opportunity.
14. Commitment to the work of the organization

**30k. Committee Chair/General Charge (Role)**

To ensure continuity in the leadership of USSEC by working closely with the members of the USSEC Executive Committee regarding important matters facing the organization. A committee chair is responsible for guiding and coordinating the work of his or her committee to ensure attainment of the organization’s vision, mission and goals. The committee chair is the advocate for communicating information about various objectives and projects that are accomplished within the committee’s charge.

Desirable Attributes and Skills

* Understands the role of communications in the success of any organization.
* Possess a comprehensive understanding of the soybean industry at such a level to gainfully contribute to discussions among peer and industry leaders.
* Possess the ability to speak articulately to audiences of varying sizes and to speak or respond in writing to interview questions from individuals representing various media outlets.
* Should possess or be willing to work toward gaining leadership experience and training, including but not limited to knowledge of parliamentary procedures, consensus building skills, bookkeeping and numeric principles, and a level of social and business skills necessary to run a multi-million dollar organization.
* Provide vision and broad oversight for setting organizational direction.
* Highly skilled in current communications technology.
* Commitment to the work of the organization.

Responsibilities

1. Serve as a member of the Board.
2. Be the primary internal and external spokesperson for the committee and provide leadership in all committee activities.
3. Set tone for committee work to achieve the Vision, Mission, and Goals of the organization.
4. Ensure that the full circle of program development: planning, implementation, administration and evaluation are complete in the committee’s areas of responsibility.
5. Lead committee meetings to ensure its business is carried out efficiently and effectively.
6. Assign work to the committee members, sets the agenda and runs the meetings. Ensures distribution of meeting minutes.
7. Attend and chair all committee meetings, prepare for and participate in the discussions and the deliberations of same, and report results to the full Board and/or Executive Committee.
8. Work with staff to prepare for each committee meeting by developing and distributing an agenda, support materials, etc. Read materials distributed prior to the meeting.
9. Ensure all committee members actively participate in the annual budget and program planning process.

1. Ensure project evaluations are reviewed by the committee and results direct future programs.
2. Work closely with the other Board committee(s) to ensure the committee’s projects are coordinated.
3. Commitment to the work of the organization.
4. Report policy recommendations to the Board and Executive Committee.
5. Prepare an annual calendar of committee meetings with staff.
6. Be available to staff and other committee members between meetings of the committee.
7. Be familiar with and faithfully follow the organization’s conflict of interest, code of ethics, anti-trust and confidentiality policies.
8. Prepare for and participate in the discussions and the deliberations of the Board.

Appointment: The Board Chairperson shall appoint the chair and vice chair of all committees.

Time Commitment: The committee chair devotes approximately 10 full days per year, attending functions and meetings representing the Board (in addition to Board and committee meetings).

**30L. COMMITTEE VICE CHAIR /GENERAL CHARGE (ROLE)**

Ensure continuity in the leadership of USSEC by working closely with the committee chair and members of the committee regarding the charge of the committee as well as other important matters facing the organization.

Desirable Attributes and Skills

* Possess a working knowledge of the utilization industries, the soybean value chain and the agricultural environment related to international marketing.
* Possess a comprehensive understanding of the soybean industry at such a level to gainfully contribute to discussions among peer and industry leaders.
* Possess the ability to speak articulately to audiences of varying sizes and to speak or respond in writing to interview questions from individuals representing various media outlets.
* Should possess or be willing to work toward gaining leadership experience and training, including but not limited to knowledge of parliamentary procedures, consensus building skills, bookkeeping and numeric principles, and a level of social and business skills necessary to run a multi-million dollar business.
* Provide vision and broad oversight for setting organizational direction.
* Highly skilled in current communications technology.
* Commitment to the work of the organization.

Responsibilities

1. Serve as a member of the Board.
2. Report to the committee chair.
3. Work closely with the committee chair and committee members.
4. Commitment to the work of the organization.
5. Act as a resource to the committee.
6. Be familiar with and faithfully follow the organization’s conflict of interest, code of ethics, anti-trust and confidentiality policies.
7. Prepare for and participate in the discussions and the deliberations of the committee.
8. In the absence of the committee chair, the vice-chair assumes all responsibilities of the chair.

Appointment: The Board Chairperson shall appoint the vice chair of all committees.

Time Commitment: A committee vice chair devotes approximately 10 full days per year, attending functions and meetings representing the Board (in addition to Board and committee meetings).

30m. COMMITTEE COMMISSIONS

**Audit and Budget Committee/General Charge (Role)**

**Approved 2/26/2013, Amended 9/16/2013, Amended 9/16/2014, Amended 9/8/2015.**

The audit and budget committee is commissioned by and responsible to the USSEC Board of Directors. It assists the Board in ensuring the organization’s fiscal health. It is chaired by the Treasurer and is appointed by the Board to oversee the reporting process and ensure the compliance, transparency and integrity of the organization’s published financial information.

Specific Responsibilities:

1. Responsible for oversight of the USSEC budget and appropriate communication of the same with the full board.
2. Oversee the financial recording and reporting process implemented by management and ensure all procedures are consistent with General Accepted Accounting Practices (GAAP) and the requirements of nonprofit organizations under the Sarbanes-Oxley Act.
3. Understands the controls and processes implemented by management to ensure that the financial statements derive from the underlying financial systems comply with relevant standards and requirements, and are subject to appropriate management and Board review.
4. Review the budgets, interim financial statements, annual financial statement and annual report. The Treasurer will discuss the most current reports to the Board prior to and/or at each Board meeting.
5. Recommend outside auditor for Board approval and oversee individual or entity.
6. Meet with management and/or external auditors to review the financial statements, key accounting policies, the reasonableness of significant judgments and the results of the audit.
7. Review the findings of any examinations by regulatory agencies.
8. Serve as the forum for discussion of matters which significantly impact financial situation.
9. Recommend business and finance priorities and policies to the Board for approval.
10. Actively participate in the Budget Planning Process.
11. Ensure compliance with federal, state and other requirements related to the organization’s finance.
12. Ensure the IRS Form 990, other forms and employment and other taxes required by government entities are filed completely, correctly and on time.
13. Ensure the Board reviews the IRS Form 990, annual audit and other budgets as required.
14. Ensure the organization has the proper risk-management provisions in place.
15. Provide copy of committee meeting agenda to Executive Committee.
16. Provide committee reports to Board.

Appointments and Composition:

1. The Audit and Budget Committee will be comprised of three (or more) Board members appointed by the USSEC Board Chairman plus the Treasurer who shall serve as chairperson.
2. Prior experience with budgetary management is also helpful.

The Audit and Budget Committee will meet at least four times per year (once per quarter in person or via teleconference call) to approve a recommended budget to the Board and to review the status of fulfilling its commission.

Staff Support - Chief Financial Officer

Governance Committee/General Charge (Role)

The Governance Committee is commissioned by, and responsible to, the USSEC Board of Directors. Its' primary function is to maintain quality assurance of the Board by examining how the Board functions, how Board members communicate and whether the Board is fulfilling its responsibilities and living up to the objectives and aspirations set for itself and the organization. The committee will nurture and develop the Board.

Specific Responsibilities

1. Lead the Board in regularly reviewing and updating the Board’s statement of its role and areas of responsibility and the expectation of individual Board members
2. Ensure policies, procedures and bylaws are updated.
3. Ensure effective, ongoing, strategic and performance management.
4. Lead the Board in regularly reviewing and updating the Board’s job descriptions and what is expected of individual Board members.
5. Ensure a comprehensive orientation program for new Board members and continue the education of all members on their responsibilities.
6. Oversee the development and implementation of a comprehensive plan for nurturing, training, team building and developing the Board.
7. Ensure that the Board regularly engages in self-assessment, as individual Board members and as a whole Board for improving effectiveness.
8. Ensure appropriate steps to address assessment results.
9. Provide copy of committee meeting agenda to Executive Committee
10. Provide committee meeting report to Board

Appointments and Composition

The Governance Committee shall be composed of at least four (4) Board members, one member from each subclass. The committee and the committee chair shall be appointed by the Board Chairperson. The committee will meet a minimum of two times per year in person or via teleconference call at least two weeks prior to the board meeting.

Staff Support: Executive Assistant and COO

Membership/Industry Relations Committee/General Charge (Role)

The Membership/Industry Relations Committee provides the USSEC Board of Directors with recommendations regarding policies and strategies relating to membership recruitment and retention. The committee encourages, promotes and maintains membership in the Association as well as to process and maintain the membership records. The Committee recommends policies, procedures, and initiatives to assure a growing and vital membership organization.

Specific Responsibilities

1. Determine the focus, objectives and projects of the committee to support a clear strategic focus for the organization.
2. Devise and recommend proposed changes in membership regulations to the Board.
3. Promote membership and industry participation
4. Provide input to the staff lead and Chief Executive Officer on strategies and projects required to achieve the committee’s objectives.
5. Oversee and review annual membership recruitment and retention plan.
6. Ensure a central database is maintained and updated.
7. Monitor and recommend enhancements on current member benefits.
8. Oversee membership campaign efforts for various membership types.
9. Provide guidance in determining and responding to member’s needs.
10. Review and recommend to the board membership applications for final approval.
11. Ensure that new members receive an USSEC orientation.
12. Provide copy of committee meeting agenda to the Executive Committee.
13. Provide committee report to Board
14. Oversee annual industry trade show.

Appointments and Composition

The committee and committee chair shall be appointed by the Board Chairman. The committee will meet a minimum of two times per year in person or via conference call at least two weeks before the board meeting.

Staff Support: Stakeholder Relations Manager

30n. INTERNATIONAL MARKETING DIALOGUE (IMD) TASK FORCE

IMD Taskforce Discussion:

In December 2016, the Executive Committee moved to appoint an International Marketing Utilization Task Force. The Task Force is divided into 3 sub-categories and the Task Force Members shall elect a chairman and vice chairman to serve a 1 year term. The sub-categories are:

* Market Access
* Oil and Human Utilization
* Animal Utilization and Aquaculture

The Task Force shall elect a chair and vice chair to serve for a 1 year term. It is envisioned that the Task Force will meet 2 times per year or as determined by the Chair.

30o. BOARD MEMBER AGREEMENT

As a board member of the US Soybean Export Council, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I am fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and resources to meet it.
2. I know my legal responsibilities for this organization and those of my fellow board members. I am responsible to know and oversee the implementation of policies and programs.
3. I accept the bylaws and operating principles manual and understand that I am morally responsible for the health and well-being of this organization.
4. As a member of the board, I have pledged myself to carry out this organization's mission to maximize the use of U.S. soy internationally by meeting the needs of our stakeholders and global customers. I am fully committed and dedicated to this mission.
5. I will actively promote USSEC and encourage and support its staff.
6. I will attend board meetings, be available for phone consultation, and serve on at least one USSEC committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
7. In signing this document, I understand that no quotas are being set, that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreement to the best of our ability.

Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Board Member

Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Board Chairperson

1. **TECHNOLOG****Y USAGE**

* IT Travel Protocol
* Antivirus
* Social Media and Web Usage
* Access Request Form
* New Employee Default Access
* Internet Usage

**31a. USSEC IT Travel Protocol**

**Summary**

In-house computers and servers have the benefit of physical security protection as well as on-site staff to help ensure they remain safe and uncompromised. Traveling with USSEC property and/or data can pose a special risk to employees as well as the organization if the devices and/or information contained thereon become lost or stolen. It is critical for staff to follow specific guidelines to minimize this risk so they can perform their job functions and still adhere to good security practices which protect USSEC.

**Purpose**

USSEC’s IT Travel Policy exists to protect data security and USSEC’s systems, networks, and information from unauthorized access while off business property.

**Scope**

Every officer, director, manager, employee, contractor, temporary worker, authorized agent, and volunteer who has a smartphone, tablet computer or laptop, whether purchased personally, by USSEC, or by a third party, is subject to the terms of USSEC’s IT Travel Policy.  
Note that for the purpose of this policy the term “portable device” refers to USSEC-owned smartphones, tablet computers and laptops OR employee-owned devices which contain USSEC information, such as email or data files.

**Exceptions**

There are no exceptions to this policy.

**Approved IT Travel Standards**

These standards are broken down into three categories:

1. Steps to take before travel
2. Steps to take during travel
3. Steps to take after travel

Furthermore, there is a different set of risks involved with international travel compared to domestic, so guidelines for each are listed where relevant.

Before traveling (applies to both domestic and international travelers)

* No single copy of data is to be stored on any portable device—primary copies must be kept on an internal server.
* No personal identifier data such as social security numbers, driver’s license numbers or bank/credit card numbers are to be kept on portable devices.
* Only take the minimum amount of data when traveling. Consider whether you can connect to company resources via a remote virtual private network (VPN) connection or terminal server and access data at the office, which would eliminate the need to store any information on the portable device.
* Do not plan to bring printouts of any company data except marketing/presentation material which does not constitute sensitive information.
* No devices should be shared with other employees or non-company personnel.
* It is recommended that employees change their passwords immediately before travel.
* All portable devices must be secured via a password/PIN.
* All laptops must have antivirus/firewall protection and current application/operating system patches installed.
* Pack laptops in foam, bubble wrap, or appropriate computer case/bag to protect them during transit.
* Shut down laptops before traveling—do not put them to sleep or in hibernation, since this may facilitate unwarranted access.
* Arrange for a locked case to carry portable devices if not in your possession at all times.
* If possible, arrange for a portable mi-fi or tethering via a device equipped with internet access so you can avoid using unknown networks during travel.

### Pre-travel Requirements for International Travelers

* Bring proof of ownership of portable devices to present to US Bureau of Customs & Border Protection (CBP) personnel upon re-entering your native country.
* If proof of ownership does not exist, these devices should be registered with the CBP before departing via registration form [CBP form 4457](http://forms.cbp.gov/pdf/CBP_Form_4457.pdf).
* It is also recommended that you obtain a letter signed by a USSEC official stating you are permitted to take USSEC property while traveling internationally and the computer/software complies with the  
  [Export Administration Regulations of the United States](http://forms.cbp.gov/pdf/CBP_Form_4457.pdf).
* Keep in mind CBP officers have the right to examine the contents of your portable devices and confiscate them if desired.
* Exercise caution when planning travel to potentially unstable countries such as Syria or North Korea.
* It is presently recommend against bringing a laptop to China due to the hacking risk.
* Make sure to bring power adapters which are compatible with the country to which you are traveling.

### During Travel

* Portable devices are to be kept under your control at all times (do not check, ship or give to anyone else for transport).
* Laptops must be stored in cases while in transit.
* Keep in mind that airports, train stations, bus terminals and other high-traffic travel areas can be particularly dangerous places in terms of loss or theft. Exercise special caution in these areas.
* It is acceptable for security personnel to x-ray portable devices. However, metal detectors can harm these objects so travelers should request visual inspections instead.
* Do not leave portable devices visible in unattended vehicles, even if locked.
* Do not leave portable devices unprotected in hotel rooms—use a safe or a security cable.
* Do not connect to unsecured networks—only connections to appropriate secured networks (such as hotel wi-fi or company mi-fi devices) are suggested.
* Access to company resources over public computers (such as public internet terminals) is prohibited.
* If possible, copy any updated information back to internal servers periodically via secure means such as VPN connections.
* Notify your manager as well as the IT department immediately if a device is lost or stolen.

### After Traveling

* Employee passwords should be changed.
* All company data should be copied back to an internal server or removed entirely in the case of external USB drives.
* Systems should be securely erased then reimaged if there is a concern about compromised access.

### Monitoring

Use of USSEC computer devices can be monitored at any and all times and the associated content inspected by approved personnel upon request to ensure compliance.

### Violations and Penalties

Any violation of the USSEC IT Travel Policy must be immediately reported to the appropriate department manager and IT Manager. Violating the USSEC IT Travel Policy or any of its tenets could result in disciplinary action leading up to and including termination of employment and **civil and/or criminal prosecution under local, state, and federal laws.**

### Acknowledgment of IT Travel Policy

This form is used to acknowledge receipt of and compliance with USSEC’s IT Travel Policy.

Procedure

Complete the following steps:  
1. Read the IT Travel Policy.  
2. Sign and date this form in the spaces provided below.  
3. Return this page only to the HR department manager.

Signature

By signing below, I agree to the following terms:  
  
(i) I have received and read a copy of the IT Travel Policy and understand and agree to the same.  
  
(ii) I understand USSEC may monitor the implementation of and adherence to this policy to review the results for accuracy.  
  
(iii) I understand and agree to document exceptions to this policy and obtain managerial approval as required.  
  
(iv) I understand that grave violations of the IT Travel Policy could result in termination of my employment and legal action against me.  
Image_100  
Employee Signature  
Image_101  
Employee Name  
Image_102  
Employee Title  
Image_103  
Date  
Image_104  
Department/Location

**31b. USSEC IT Anti-Virus Protocol**

**Summary**

Computer viruses (also known as “malware”) are malicious self-replicating programs which can infect files. A virus can steal information, send out junk email and damage programs/operating systems. Viruses disrupt computers, cause needless downtime, consume staff resources and pose significant security risks to the organization.  
Viruses can enter a network via the follow methods:

* Email—viruses can be sent as email attachments pretending to be documents, spreadsheets, pictures, jokes, etc. Infected attachments may be sent with or without the knowledge of the sender. Once opened, viruses infect unprotected systems then can replicate through email or across the network without the recipient’s knowledge.
* Software downloaded from the Internet—Downloaded software can contain viruses, particularly from disreputable sites such as those offering shared files or pirated software.
* Disks, CDs, flash drives, or other media—Storage media can also be a source of viruses, especially from unknown sources.
* Instant messaging attachments—Viruses can be transmitted through instant messaging software either directly or via clickable internet links.
* Outside computers brought into the company—A vendor laptop plugged into the network to conduct a presentation can introduce a virus to the organization. Furthermore, a company laptop brought home then back to the office the next day can pose a threat if it has been infected in the interim.

Anti-virus applications protect the business by keeping systems and networks free of malware, and are especially critical for PCI-compliant status (if applicable). This policy will define how anti-virus protection is to be deployed throughout the USSEC organization.

### **Objective**

This policy outlines the methodologies to be used in applying, supporting and maintaining anti-virus applications on USSEC workstations and servers.

### **Audience**

This policy applies to all company employees, whether using work computers or personal systems to access company resources. Windows, Mac and Linux operating systems are included in these requirements.

### **Exceptions**

All USSEC workstations and servers are required to use updated anti-virus applications. Exceptions to this rule are permitted only in cases where anti-virus software is not feasible (for performance/application compatibility reasons or lack of applicable options, such as on certain older server operating systems) and must be documented/approved by the IT Manager. In these rare instances, the excluded systems would reside on separate subnets with only specific traffic permitted to the rest of the organization.

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### **Anti-virus Policy Requirements**

Administrators should adhere to a combination of standards to ensure the maximum defense possible against viruses. These include policies for categories such as security, anti-virus settings, scanning, email, signature updates, user education and anti-virus detection/ removal steps.

**Security Policies**

* Regular installation of operating system and application patches are performed. In many cases, viruses prey upon vulnerabilities which can be corrected before infection.
* Scheduled regular data file backups and tests of results to ensure information can be restored if needed.
* Only necessary firewall ports are open between the internet and internal USSEC network.
* All non-company workstations must be connected to a separate wireless network DMZ or a direct connection to the internet; these must never be placed on the same subnet as company systems.
* Remote users (such as those who connect by virtual private network or VPN) connect to a segregated network subnet even if using company hardware. A firewall protects the main company subnet with only permitted ports opened to the main network to reduce the impact of a compromised computer on the VPN.
* Limited internet access to approved sites through use of USSEC web filter.
* Applications restricted to the specific job duties of employees. USSEC does not allow any software to be installed beyond that provided with their system or which is approved for use thereafter by the IT Manager.

**Anti-virus Setting Policies**

* Administrators should understand that not all viruses will be detected/blocked by a single product. USSEC uses multilayered defenses such as anti-virus scanning on email and file servers in addition to workstation anti-virus protection.
* The appropriate anti-virus packages are implemented on USSEC servers based upon the products they use. For instance, email servers have designated email anti-virus software.
* Software is used that allows files to be quarantined if they cannot be repaired to prevent users from gaining access to the infected files and perpetuating the virus.
* Anti-virus software is configured so it cannot be disabled, stopped or removed without an admin password.
* Macro virus-protection is active within software packages such as Word and Excel.

**Scanning policies**

* All systems configured to run full anti-virus scans on a weekly basis.
* Scheduled scans to occur during times of minimal use (such as off-hours) for minimal performance impact.
* Scans performed in “stealth mode” to help further improve system performance.
* User intervention of scans is disabled.
* Background monitoring (“autoprotect”) on the workstations so files are scanned on-access enabled.
* All file types included when scanning, such as .exe, .dll, and .zip files.
* Web filter to scan online files prior to downloading.

**Email policies**

* USSEC subscribes to a third party email scan service to utilize dedicated email gateways to process messages for malware and keep it from entering the network in the first place.
* Email server filters to eliminate spam and unsolicited junk email that could contain malware.
* Scanning of all incoming and outgoing email and attachments.
* Executable file attachments are blocked from being transmitted, such as .exe, .vbs, .bat and .com files.
* Email server configured with anti-virus to quarantine suspicious messages/attachments and notify administrators/ recipients that these have been blocked.
* Non-work-related downloading of attachments is prohibited.
* Forwarding jokes or chain letter emails is prohibited.

**Anti-Virus Signature Updates**

* All servers and workstations receive daily signature updates.
* A dedicated server is setup to retrieve regular updates and distribute these to USSEC internal systems.
* Remote systems which may only contact the company sporadically (such as those used by traveling employees) are also set up to retrieve signature updates directly over the internet.
* Alerts are enabled to notify users and administrators when anti-virus signatures are outdated.
* Reports on USSEC anti-virus updates are reviewed to ensure these are working as expected.

**User Education**

* Mandated for users to install a trusted anti-virus software package on any home computers which will be used for USSEC purposes, such as those connecting to the VPN or TERMSRV3.
* Mandated for users to report when they find a virus on their system so it can be tracked which viruses surfaced in USSEC’s network.
* Users will be informed of new virus threats and spam threats to heighten their sense of awareness.

**Anti-virus Detection/Removal**

* If a virus is found in an incoming email, the spam filter will blackhole the email.
* Anti-virus software configured to quarantine or repair infected files. Users are not permitted to choose which actions to take.
* If a virus is detected but cannot be quarantined or removed, the computer will be immediately taken offline and repaired.
* If the virus has impacted a Windows system, it will be rebooted into safe mode to minimize interference from the virus when attempting removal.
* If the anti-virus program is not functioning, it may be compromised or damaged. In this situation the computer will be booted with a portable operating system (which includes an anti-virus scanner) that can be updated online then used to scan the hard drive. If this is not possible, the affected system’s hard drive will be removed and cleansed from another computer.
* If the hard drive cannot be removed or scanned elsewhere an online virus scanner such as Trend Micro’s [HouseCall](http://housecall.trendmicro.com/) can be used on the impacted system. In this scenario the system must be hooked up to the public network and not the internal USSEC network. Keep in mind that viruses can damage or redirect web browsers so a portable web browser such as Firefox or Chrome may be needed for this endeavor.
* Reimage or reinstallation the operating system will occur if the virus cleansing operation is considered less than 100 percent successful. It is always better to format and start over rather than risk an ongoing contamination.
* If multiple workstations are impacted by a virus, there may be an outbreak. If more than two reports of a virus occur within a few minutes it may be necessary to shut down USSEC workstations or servers to contain the damage while the targeted systems are disinfected. This will be the judgment call of  
  the IT Manager.

**Reporting virus threats**

Users should become familiar with their anti-virus applications and report any issues to the IT department. Errors or the malfunction/disappearance of anti-virus software can indicate a malware threat is present. Similarly, be skeptical of any unknown program or internet site which claims it has found a virus on your system and offers to clean it for you—particularly if a fee is involved. When in doubt contact the IT department.

* If a virus is found which impacts a critical document, USSEC anti-virus software will attempt to clean the file. If this is not possible the file will be removed. In this case the last possible backup will be used to recover the infected file.
* IT staff will assume responsibility for notifying the user community of malware threats.
* Employees should not send out virus warnings, no matter how well-intentioned, as these can involve urban legends, old threats long since rectified, and can even further spread an infection.

### **Monitoring**

Use of anti-virus software can be monitored at any and all times, and all USSEC company data and systems can be scanned by approved personnel/software as needed.

**Practice Safe Computing**

USSEC users must take all necessary steps to prevent virus outbreaks. Use the following rules when operating your computer:

* Never open an email or instant-messaging attachment from an unknown or suspicious source.
* Do not open suspicious email attachments, even from coworkers.
* Be wary of clicking on links in emails/instant messages. It is better to hover your mouse pointer over a link. This will show you the true address behind the link.
* Only visit known and trusted websites.
* Do not use outside computers on the USSEC network.
* Do not allow outside users access to the USSEC network
* Do not allow un-approved technicians access to USSEC hardware or the USSEC network.
* Do not use USSEC computers (such as laptops) on untrusted networks or use them for non-USSEC purposes.
* Do not attach foreign networking devices, such as hotspots, to the USSEC network
* Do not attempt to bypass USSEC’s web filter or use proxy servers

### **Violations and Penalties**

Any violation of the Anti-virus Policy must be immediately reported to the IT Manager and the employee’s manager. Violating the Anti-Virus Policy or any of its tenets could result in disciplinary action leading up to and including termination of employment.

### **Acknowledgment of Anti-virus Policy**

This form is used to acknowledge receipt of and compliance with USSEC’s Anti-Virus policy.

**Procedure**

Complete the following steps:  
1. Read the Anti-Virus Policy.  
2. Sign and date this form in the spaces provided below.  
3. Return this page only to the HR department manager.

**Signature**

By signing below, I agree to the following terms:  
  
(i) I have received and read a copy of the Anti-Virus Policy and understand and agree to the same.   
  
(ii) I understand and agree that any software and hardware devices provided to me by the company  
are to be used for company business and not recreational purposes.  
  
(iii) I understand and agree that I am not to modify, alter, or upgrade any software programs or hardware devices provided to me by the organization without the permission of the information technology department.  
  
(iv) I understand and agree I must make reasonable efforts to protect all company-provided software and hardware devices from virus infection.  
  
(v) I understand that if I break policy and bring a virus into the organization, I may be subject to disciplinary action up to and including termination. Furthermore, I will assume responsibility for any lost data eradicated by anti-virus programs which cannot be recovered.  
Image_100  
Employee Signature  
Image_101  
Employee Name  
Image_102  
Employee Title  
Image_103  
Date  
Image_104  
Department/Location

**31c. USSEC Social Media and Web Usage Protocol**

**Summary**

Social Media and Web interactions are now standard procedures for customer-engaged companies and their employees. Blogs, website comments, Facebook, Twitter, LinkedIn, Instagram and Google+ are several examples of sites and services which businesses rely on in order to share public information, build customer relationships and obtain relevant feedback. The nature of open participation within these mediums allows for ongoing dialogue with customers in a mutually beneficial exchange of ideas. These resources are frequently used by company employees both inside and outside of the scope of their duties and at times the lines of interaction with internal and external individuals can become blurred.  
Given the high-profile nature of social media and the web, it is essential that company staff engage in responsible online activities which represent themselves and USSEC with utmost honesty and professionalism.

**Purpose**

The purpose of this policy is to provide guidelines for appropriate behavior for USSEC employees when interacting with others via social media and the web, whether on behalf of USSEC or during their own personal endeavors. These rules are to protect both USSEC and its employees.

**Scope**

All full-time employees, contract workers, consultants, part-time staff, temporary workers and other personnel.

### **Exceptions**

There are no exceptions to this policy.

### **Approved Social Media and Web Usage**

Only official or approved accounts may be used when interacting on social media or the web to conduct USSEC business or discuss USSEC or it’s employees in any way. These account passwords must be different from those of internal accounts and documented.  
  
Only authorized employees have permission to:

* Represent USSEC online.
* Announce or report on USSEC activities.
* Comment on USSEC’s products, performance, personnel or decisions.
* Respond to requests for information from outside individuals such as journalists, competitors, or other agencies (unauthorized employees must report and refer these incidents to their manager for the appropriate escalation where applicable).
* Comment or discuss any USSEC board member, employee, contractor or temporary worker.

Authorized employees should follow these procedures:

* Identify themselves as an employee when discussing or commenting on any online topic related to USSEC.
* Employ a disclaimer stating that their opinions are theirs alone and are not intended to represent those of USSEC.
* Post only public information or information which is authorized for release and known to be factual. In the event something believed accurate is found to be invalid this material must be retracted and/or corrected.
* Never reveal or discuss confidential and/or proprietary information such as trade secrets, intellectual property, personally identifiable information or any material protected by copyright, patent, or that which is otherwise legally protected.
* Do not utilize profanity or make inflammatory, racial, sexual or otherwise discriminatory/inappropriate comments.
* Do not become involved in political, religious or other controversial and potentially provocative topics unless for explicitly approved business purposes.

All employees whether authorized or unauthorized should adhere to these concepts when using social media and the web:

* Do not utilize USSEC logos/trademarks online without approval.
* Do not post anonymously when discussing USSEC products, personnel, services or other details.
* Do not discuss or refer to clients/customers, partners or other USSEC-related individuals and entities without approval.
* Do not discuss USSEC activities or personnel in any way
* Do not tag, mention or otherwise refer to USSEC employees on social media without their consent. This includes pictures, check-ins and LinkedIn recommendations.
* Consider and avoid “conflict of interest” situations such as sending friend or connection requests to customers, supervisors or subordinates.
* Adhere to any existing restrictions such as those enforced by non-compete and non-solicit agreements; for instance, if prohibited from recruiting competitor employees do not use LinkedIn to attempt to do so.
* Obey laws such as those prohibiting insider training, harassment, defamation and discrimination.
* When interacting with other employees on social media sites, adhere to the same guidelines as those applied within the physical office space. Harassing, bullying and unprofessional behavior, or that which otherwise makes others uncomfortable will not be tolerated and may be subject to HR review and action.
* Report to your manager any false, defamatory or other negative material posted online about USSEC (whether presented by company or non-company personnel). Do not respond to this content unless authorized to do so.

It is understood that employees will have separate professional and personal lives and USSEC cannot restrict what they do on social media on their own time with their own accounts/equipment. However, use of these personal accounts during USSEC business hours or with USSEC issued equipment, or discussing or posting about USSEC activities or USSEC staff is strictly prohibited.   
  
Because the online reputation of individuals can often be linked with their employers, we request employees to show good judgment when using social media and web services no matter the nature of their activities. For example, please do not post offensive images or content or reveal personal information which might put you a risk for identity theft or other criminal activities.

### **Monitoring**

The use of USSEC computers or smart devices for personal social media activities falls under the same guidelines applied by the USSEC Internet Usage Policy. Employees should understand that this access should not interfere with their work responsibilities, it is monitored and will be reviewed at any time upon managerial discretion.

### **Violations and penalties**

Any violation of the Social Media and Web Policy must be immediately reported to the employee’s manager and any related departments (such as Marketing for instance). Violating the Social Media and Web Policy or any of its tenets could result in disciplinary action leading up to and including termination of employment and civil and/or criminal prosecution under local, state, and federal laws.

### **Acknowledgment of Social Media and Web Usage Policy**

This form is used to acknowledge receipt of, and compliance with, USSEC’s Social Media and Web Usage Policy.

**Procedure**

Complete the following steps:  
1. Read the Social Media and Web Usage Policy.  
2. Sign and date this form in the spaces provided below.  
3. Return this page only to the HR department manager.

**Signature**

Your signature attests that you agree to the following terms:  
  
(i) I have received and read a copy of the Social Media and Web Usage Policy and I understand and agree to the same.  
  
(ii) I understand USSEC may monitor the implementation of and adherence to this policy to review the results for appropriateness of content.  
  
(iii) I understand that violations of the Social Media and Web Usage Policy could result in termination of my employment and legal action against me.  
  
Image_100  
Employee Signature  
Image_101  
Employee Name  
Image_102  
Employee Title  
Image_103  
Date  
Image_104  
Department/Location

### **31d. ADDITIONAL ACCESS RIGHTS APPROVAL PROCESS**

As a user’s role changes and naturally evolves, access to new or additional USSEC resources may be required. An end user requiring additional access permissions should forward the following information to his/her department manager:

• User’s full name

• Directory, system, application or data share access and/or permissions being requested

• Business justification for request

• User’s email address

• User’s department

The end user’s manager must first approve the additional access rights. Certain requests may require approval by the CPO, or department equivalent. The end user’s manager will obtain higher approval if needed.

Upon approving the expanded permissions, the manager will then forward the access rights request, via email, to the information technology manager for implementation.

**31E. USSEC NEW EMPLOYEE CHECKLIST AND DEFAULT ACCESS POLICY**

**Summary**

The New Employee Checklist and Default Access Policy simplifies the process of accommodating new hires. By listing the elements that must be reviewed with each new staff member, and by assigning default access permissions enabling end users to best perform business-related tasks, USSEC helps ensure new employees experience standardized and consistent orientation and receive appropriate access rights.

**Purpose**

The New Employee Checklist and Default Access Policy enables the Information Technology and Human Resources departments to effectively and efficiently partner and ensure new hires receive orientation materials and information technology policy guidance. The New Employee Checklist and Default Access Policy also describes and establishes the primary level of systems access each end user receives, while reviewing the process end users should follow to request and receive additional access as a user’s roles and responsibilities naturally change and evolve.

**Scope**

The New Employee Checklist and Default Access Policy covers every USSEC director, manager, employee, contractor, temporary worker, authorized agent, intern and volunteer.

**New Employee Checklist**

The following checklist provides a simple chart that Information Technology and Human Resource representatives should leverage whenever introducing a new employee to USSEC’s information technology policies and procedures.

INFORMATION TECHNOLOGY

* Assign telephone and extension
* Create Active Directory user account
* Create electronic mailbox
* Assign group memberships:
  + Accounting
  + Communications
  + Contracts
  + Executive
  + Human Resources
  + Information Technology
  + Marketing
* Assign workstation/laptop
* Assign Smartphone (if applicable)
* Assign tablet computer (if applicable)
* Enable remote access (if applicable)
* Provision all equipment:
  + Applications (Smartphone, tablet, desktop and laptop)
  + Email
  + Proprietary software programs
  + Printers
  + Remote Connectivity
* Assign door/access security code
* Distribute, review and execute IT policies and procedures
* Issue magnetic badge
* Review information security requirements

Once contacted by the hiring manager, the information technology department will supply hardware for new end users within one week of receiving such requests.

### **Default Access Details**

When an individual becomes an employee or an approved volunteer or begins working with USSEC as a contracted employee, the information technology department assigns predefined network and systems access for the user. This policy outlines the basic access provisioned for each user.  
All end users receive the following access to network resources upon request by the department manager:

* Account/Network Logon – A username and default password will be created for the user. At the first login, the end user will select a password that meets the minimum password requirements.
* Email – An email address will be provided to the end user using the default naming convention of USSEC.
* Departmental Directories – An end user will inherit read/write access to any folders owned by his or her department.
* Home Folder (H DRIVE)– The My Documents folder associated with the end user’s logon information will be created on the network, allowing documents created by a staff member to be stored on a network server and backed up.
* Intranet – All end users receive permission to access the organization’s internal network designed for organization communication, team collaboration and file access.
* Organization Forms – An end user will inherit read access to all global company folders containing such information as time sheets, vacation slips, expense forms, employee handbooks, benefits information, information technology policies and procedures, etc.
* Printers – Access to printers nearest an end user’s workstation will be automatically provided.
* Telephone – All new employees will receive a voice mailbox and telephone extension.
* Time and Attendance – New users will be given access to all time and attendance systems and payroll applications.
* Webmail – Each user possessing an email account also receives permission to access the organization’s Web-based email portal. https://mail.ussec.org/owa

### **Additional Access Rights Approval Process**

As a user’s role changes and naturally evolves, access to new or additional USSEC resources may be required. An end user requiring additional access permissions should forward the following information to his/her department manager:

• User’s full name

• Directory, system, application or data share access and/or permissions being requested

• Organization resources, systems or networks to which the user wishes to connect

• Business justification for request

• User’s email address

• User’s department

The end user’s manager must first approve the additional access rights. Upon approving the expanded permissions, the manager will then forward the access rights request, via email, to the information technology director for implementation.

### **Orientation Signatures**

The Information Technology and Human Resources representatives that complete the above section reviews with the new employee must sign this New Employee Checklist and Default Access Policy below and file this completed form in the new employee’s permanent human resources department file.

|  |
| --- |
|  |
| New Employee Name: |  |
| Hire Date: |  |
| New Employee Department |  |
|  |  |
|  |  |
| Human Resources Representative: |  |
| HR Review Tasks Completion Date: |  |
| HR Representative Signature: |  |
| Information Technology Representative: |  |
| IT Review Task Completion Date: |  |
| IT Representative Signature: |  |

#### **Acknowledgment of New Employee Checklist and Default Access Policy**

This form is used to acknowledge receipt of and compliance with USSEC’s New Employee Checklist and  
Default Access Policy.

Procedure

Complete the following steps:  
1. Read the New Employee Checklist and Default Access Policy.  
2. Sign and date this form in the spaces provided below.  
3. Return this page only to the HR department manager.

Signature

By signing below, I agree to the following terms:  
  
(i) I have received and read a copy of the New Employee Checklist and Default Access Policy;  
  
(ii) I understand and agree that I am not to attempt to connect to USSEC systems, networks and/or data without the express written permission of my departmental manager;  
  
(iii) I understand and agree that I am to follow the above-described access rights process to receive new permissions and have the new permissions approved by my department manager whenever I wish to receive additional or new access permissions;  
  
(iv) I understand and agree only the USSEC’s information technology manager is to implement additional access permissions and these access permissions must first be approved by my department manager;

(v) I understand and agree that any violation of the New Employee Checklist and Default Access Policy could result in termination of my employment and civil and criminal penalties.  
Image_100  
Employee Signature  
Image_101  
Employee Name  
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
Employee Title  
Image_103  
DateImage_104  
Department/Location

**31F. USSEC Internet Usage**

**Summary**

The Internet is a constantly growing worldwide network of computers and servers that contain millions of pages of information. Users are cautioned that many of these pages include offensive, sexually explicit, and inappropriate material. Users are further cautioned that it is difficult to avoid at least some contact with this material while using the Internet. Even innocuous search requests may lead to sites with highly offensive content. Additionally, having an email address on the Internet may lead to receipt of unsolicited email containing offensive content.

**Purpose**

Employees and users accessing the Internet do so at their own risk and understand and agree that USSEC is not responsible for material viewed or downloaded by users from the Internet. To minimize these risks, your use of the Internet at USSEC is governed by this policy.

**Scope**

All full-time employees, contract workers, consultants, part-time staff, temporary workers and other personnel.

**Exceptions**

There are no exceptions to this policy.

**Approved Internet Usage**

The computer network is the property of USSEC and is to be used for legitimate business purposes. Users are provided access to the computer network to assist them in the performance of their jobs. Additionally, certain Users may also be provided with access to the Internet through the DMZ guest wireless network. All Users have a responsibility to use USSEC’s computer resources and the Internet in a professional, lawful and ethical manner. Abuse of the computer network or the Internet, may result in disciplinary action, up to and including termination, and civil and/or criminal liability.

**PROHIBITED ACTIVITIES**

Without prior written permission from USSEC, the network and/or USSEC computer hardware may not be used to disseminate, view or store commercial or personal advertisements, solicitations, promotions, destructive code (e.g., viruses, Trojan horse programs, etc.) or any other unauthorized materials.

Occasional limited, appropriate personal use of USSEC computer or smart device hardware is permitted if such use does not:

• Interfere with the User's or any other employee's job performance.

• Have an undue effect on the computer hardware or USSEC’s network performance.

• Violate any other policies, provisions, guidelines or standards of this agreement or any other of USSEC.

At all times users are responsible for the professional, ethical and lawful use of the USSEC network and USSEC computer systems. Personal use of computer hardware is a privilege that may be revoked at any time.

**ILLEGAL COPYING**

Users may not illegally copy material protected under copyright law or make that material available to others for copying. You are responsible for complying with copyright law and applicable licenses that may apply to software, files, graphics, documents, messages, and other material you wish to download or copy. You may not agree to a license or download any material for which a registration fee is charged without first obtaining the express written permission of the IT Department.

**COMMUNICATION OF TRADE SECRETS**

Unless expressly authorized to do so, Users are prohibited from sending, transmitting, or otherwise distributing proprietary information, data, trade secrets or other confidential information belonging to USSEC. Unauthorized dissemination of such material may result in severe disciplinary action, termination of employment, as well as substantial civil and criminal penalties under State and Federal Economic Espionage laws.

**ACCESSING THE INTERNET**

To ensure security, avoid the spread of viruses & malware, and maintain USSEC’s Internet Usage Policy, employees may only access the Internet through a computer attached to USSEC’s network and approved Internet firewall and web filter.

Bypassing USSEC’s network security by accessing the Internet directly with personal connections such as (but not limited to) Cellular Networks, mobile hot-spots, modems, foreign networking devices or proxy avoidance techniques or by any other means is strictly prohibited.

**FRIVOLOUS USE**

Computer resources are not unlimited. Network bandwidth and storage capacity have finite limits, and all Users connected to the network have a responsibility to conserve these resources. As such, Users must not deliberately perform acts that waste computer resources or unfairly monopolize resources to the exclusion of others.

These acts include, but are not limited to:

• Sending mass mailings or chain letters

• Spending excessive amounts of time on the Internet

• Playing games

• Engaging in online chat groups or other social media

• Engaging with or posting to social media platforms or sites

• Uploading or downloading large files

• Accessing streaming video files

• Creating unnecessary loads on network traffic associated with non-business-related uses of the Internet.

**VIRUS DETECTION**

Files can be obtained from sources outside USSEC, including:

• Drives or disks brought from home

• Files downloaded from the Internet, newsgroups, bulletin boards, or other online services

• Files attached to e-mail

• Files provided by customers or vendor

These files may contain dangerous computer viruses that may damage USSEC’s computer network. Users should never download files from the Internet, accept e-mail attachments from outsiders, or use drives/disks from non-USSEC sources. If you suspect that a virus has been introduced into USSEC’s network or hardware, notify the IT Department immediately

**Monitoring**

NO EXPECTATION OF PRIVACY

Employees are given computers and Internet access to assist them in the performance of their jobs. Employees should have no expectation of privacy in anything they create, store, post, send or receive using the USSEC’s computer equipment. The computer network is the property of USSEC and may be used only for USSEC purposes.

Users expressly waive any right of privacy in anything they create, store, post, send or receive using USSEC computer equipment, portable devices or Internet access.

Note that for the purpose of this policy the term “hardware” refers to USSEC-owned smartphones, tablet computers and laptops OR employee-owned devices which contain USSEC information, such as email or data files.

Users consent to allow USSEC personnel access to and review of all materials created, stored, sent or received by User through any USSEC hardware, network or Internet connection.

USSEC has the right to monitor, log and archive any and all aspects of its network and computer hardware including, but not limited to:

• Monitoring Internet sites visited by Users

• Monitoring chat and newsgroups

• Monitoring file downloads

• Monitoring print jobs

• Monitoring communications sent and received by users via:

o Email

o File Transfer

o IM & Chat

o Phone Calls

o Social Networking

Employees should understand that this access should not interfere with their work responsibilities, it is monitored and will be reviewed at any time upon managerial discretion.

USSEC has the right to utilize hardware and software that makes it possible to identify and block access to Internet sites containing sexually explicit or other material deemed inappropriate in the workplace.

Access to these types of sites is strictly prohibited:

• Drug Abuse

• Hacking

• Illegal or Unethical

• Discrimination

• Violence

• Proxy Avoidance

• Plagiarism

• Child Abuse

• Alternative Beliefs

• Adult Materials

• Advocacy Organizations

• Gambling

• Extremist Groups

• Nudity and Risqué

• Pornography

• Tasteless

• Weapons

• Sexual Content

• Sex Education

• Alcohol

• Tobacco

• Lingerie and Swimsuit

• Sports

• Hunting

• War Games

• Online Gaming

• Freeware and Software Downloads

• Streaming Media

• Peer-to-peer File Sharing

• Internet Radio or TV

• Internet Telephony

• Online Shopping

• Malicious Websites

• Phishing

• SPAM

• Advertising

• Brokerage and Trading

• Web-Based Personal Email

• Entertainment

• Arts and Culture

• Education

• Health and Wellness

• Job Search

• Medicine

• News and Media

• Social Networking

• Political Organizations

• Reference

• Religion

• Personal Vehicles

• Dynamic Content

• Folklore

• Web Chat

• Instant Messaging or IM

• Newsgroups and Message Boards

• Digital Postcards

• Real Estate

• Personal Websites or Blogs

• Content Servers

• Domain Parking

• Personal Privacy

• Search Engines and Portals

• Web Hosting

• Secure Sites

• Web-based Applications

**Violations and Penalties**

Any violation of the Internet Usage Policy must be immediately reported to the employee’s manager and any related departments. Violating the Internet Usage Policy or any of its tenets could result in disciplinary action leading up to and including termination of employment and civil and/or criminal prosecution under local, state, and federal laws.

1. **COMMUNICATIONS PROCESS**

KIPP – PLEASE ADD DOCUMENT THAT LISA SENT TO US TODAY 10/2/2017

**COMMITTEE MEETING PROCESS**

USSEC Board has the authority to appoint Committees to engage in work for the board. The Committees are to provide reports to the board on their progress and present recommendations to the board for their consideration. USSEC has commissioned the Audit and Budget, Membership/Industry Relations and Governance Committees to oversee these specific areas and assist with the work of the board.

In order for the organization to function at its highest level it is imperative for the committees to function in a timely and effective manner. The work of the committee should be in advance of board meetings in order for their recommendations to be considered at the board meeting.

USSEC committees will meet a minimum of three to four times each year in person or via conference call to address the needs of the organization that pertain to their committee. Some committees may meet more often depending on the needs of the committee.

Recommendations for time frame of committee meetings:

|  |  |
| --- | --- |
| **Timeframe** | **Task for Committee** |
| February | Committees appointed |
| February – April | Committees meet via conference call to be introduced to the committee, understand their role (review the committee commission) and begin discussion on the topics they will address during the fiscal year |
| March – April | Committees meet before the board meeting to establish the Committees Work Plan for the fiscal year and discuss any topics or emerging issues |
| June – September | Meet via conference call or at February (September) board meeting to continue work plan |
| November – January | Meet via conference all or at scheduled industry meeting to continue work plan |

The Committee Chair along with the dedicated USSEC staff support will prepare agendas and committee members will provide input on potential topics.

I. To enhance Board performance through good governance best practices, to have consistency in the USSEC Board Committee meetings and reports to the Board, the following forms are recommended for use by all Committees:

a. Committee Agenda Form

b. Committee Report Form

c. Committee Plan of Work

II. Committee Agenda will be sent to the Executive Committee prior to each meeting as part of the Committee’s invitation to the meeting

III. Committee Report will be sent to the Board of Directors prior to each Board Meeting.

IV. Committee Plan of Work will be completed at the Committee’s first meeting.

**COMMITTEE AGENDA**

**[Date]**

**Attendees:** [Identify all committee members, the chair of the meeting, and any invited guests]

**1. Welcome and Introduction**

**2. Call Meeting to Order, Chairperson**

**3. Approval of Minutes of Previous Meeting**

**4. Review of Committee Plan of Work and/or Charter**

**5. Report on any assignments given to staff and/or committee members**

**6. Committee Activity #1**

6.1 Update and input on that activity

6.2 Discuss strategies for activity

6.3 Next steps on activity

**7. Committee Activity #2**

7.1 Update and input on that activity

7.2 Discuss strategies for activity

7.3 Next steps on activity

**8. Preparation of Committee Report**

8.1 Confirm items presented to board for recommendation

8.2 Confirm top reasons for recommendations

8.2.1.

8.2.2.

**COMMITTEE REPORT**

**[Date]**

**Summary of important work done by the committee since the last report**

**Tie this report to the Committee Plan of Work** [How does the work reported here fit into the Committee Plan of Work]

**Description of the way the committee performed task**

[Live meeting, place and date. Conference call, date]

**Summary of information and Conclusions drawn**

**Recommendations from the committee for the Board of Directors**

1.

2.

3.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_ COMMITTEE PLAN OF WORK FOR \_\_\_\_\_\_\_\_\_\_\_**

|  |  |
| --- | --- |
| GOAL: Enhance Board performance through good governance best practices | MEASURES OF EFFECTIVENESS: Through Board and Committee meeting evaluations and Board Self-Assessment |

|  |  |  |  |
| --- | --- | --- | --- |
| TASK DESCRIPTION | PERSON(S)  RESPONSIBLE | DUE  DATE | COMMENTS |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

1. **INTELLECTUAL PROPERTY RIGHTS**

USSEC’s Intellectual Property Rights are as follows:

* + - Work Made For Hire.  Contractor acknowledges that any results and proceeds of Services that constitute intellectual property, including but not limited to works protectable by copyright, trademark, or patent laws, are “works made for hire” (“Work) as defined in the United States Copyright Act, 17 U.S.C. § 101, and that all copyright ownership and authorship rights in the Work and Contractor’s Services in connection with the creation of the Work shall belong to USSEC and/or its Funding Sources pursuant to 17 U.S.C. § 201(b).  In the event that the Work and the results and proceeds of Contractor’s Services under this Agreement are determined not to be works made for hire for any reason by a court or arbitration panel having jurisdiction, Contractor agrees to immediately assign to USSEC and/or its Funding Sources (as directed by USSEC), its successors and assigns, absolutely and forever, all right, title and interest in the results and proceeds of the Services, including the copyright to the Work for the full term of copyright, including all extensions and renewals of the copyright.  In the event that Contractor secures assistance in creating the Work or providing the Services from any person other than Contractor’s employees working within the scope of their employment, Contractor shall secure, at its own expense, such services as work for hire for Contractor and provide a copy of the corresponding agreement to USSEC.  Contractor warrants and represents to USSEC that it has satisfied any and all obligations to such third parties and that any such obligations are not inconsistent with any provisions hereof. USSEC owns all information, data, content, software, methodologies, methods, techniques, concepts, systems, procedures, know-how, or inventions, improvements, works of authorship, (“Technology”) provided to Contractor in connection with this Master Agreement and the Services rendered hereunder.  Additionally, USSEC owns all copyright and other intellectual property rights in the information and promotional materials provided by USSEC (“USSEC Information”).  Contractor acknowledges that any unauthorized use or duplication of the Technology or USSEC Information constitutes a violation of USSEC’s intellectual property rights and constitutes breach of this Master Agreement.  Contractor shall acquire no right, title or interest in the Technology, any of USSEC’s intellectual property or the USSEC Information which shall remain the exclusive property of USSEC.
    - USSEC recognizes that Contractor may wish to use any copyrights, materials and information prepared specifically for USSEC pursuant to this Agreement for purposes that do not interfere with the goals and objectives of USSEC or the Funding Sources.  In such case, Contractor may request in writing a license for certain copyrights, materials and information prepared specifically for USSEC pursuant to this Agreement for use in a specific purpose, and USSEC will consider all such requests in its sole discretion, but in any event subject to any contracts between USSEC and any third party and applicable United States law, regulation or order.
    - USSEC will as contractually necessary transfer ownership and/or licensing of any intellectual property to the Funding Sources (including USB), and Contractor shall fully cooperate with any such transfer or licensing.  In addition, Contractor shall be bound by the provisions of any written contract between USSEC and its Funding Sources to the extent an obligation is imposed on USSEC to bind Contractor to such provisions, including without limitation those relating to the ownership and transfer of intellectual property
    - Any information, data, content, software, methodologies, methods, techniques, concepts, systems, procedures, know-how, or inventions (“Technology”) of the Contractor that were acquired, developed or created by, or licensed to, the Contractor prior to the Effective Date or not a part of this Agreement (“Contractor Technology”) and all IPR therein and thereto, are and will remain the exclusive property of the Contractor.