



Meeting Notes for agInnovation non-profit BOD Meeting (06/05/2025)

Attendees

Chris Pritsos, Ulises Toledo, Matt Wilson, Alton Thompson, Gary Thompson, Jeanette Thurston, Rick Rhodes, David Leibovitz, and Bret Hess

Quick recap

The board meeting covered financial updates, thresholds for entering contracts and use of the credit card, website modernization, vendor/supplier registrations, transfer of investment funds from the TD Wealth account to JP Morgan/Chase, the process of selecting a firm for the strategic communications effort, scenarios for executing the contract with the selected firm, election of officers, and a contract that requires board approval to enter on behalf of the Northcentral Region.

March Meeting Notes

The board meeting began with a recap of the March meeting's key points, including discussions on financial stability, website contractor, and a strategic communications plan RFP. Bret reported that the BOD selected PIVOT Creative and Consulting for website maintenance and asked Gary to move forward with the Strategic Communications Plan RFP. The board also decided to determine the non-profit's potential as a conference service provider by using a regional association meeting as a test case before offering such services to other entities. The conversation ended with a motion by Rick to approve the March meeting notes, which was seconded by Ulises and passed unanimously.

Treasurer's Financial Report

Rick presented the treasurer's report, highlighting a cash balance of ~\$56,000 and successful payment of regional association receipts using the 501(c)(3) credit card. He noted the transfer of \$24,000 from the TD Wealth account, which is now under discussion for potential transfer to a Chase wealth account to enhance financial management and income generation. Rick emphasized the importance of clarifying business practices, such as approval processes, and mentioned plans to close the TD Wealth account and consolidate assets under Chase for better financial flexibility and growth.

Rick and Gary discussed presenting the movement of funds from TD Wealth to Chase at the BAA Summer Leadership Meeting. It was agreed to have separate reports for the Finance Committee and the non-profit, focusing on high-level details rather than getting into specifics. Bret suggested having Chase prepare a side-by-side performance analysis comparing TD Wealth and Chase wealth management options as part of the report. Following a question by Ulises about funds remaining at APLU, Rick mentioned that some funds remain with APLU. Rick further explained the advantage of using APLU for assessment collections due to the convenience of consolidated billing.

Rick explained that the agInnovation 501(c)(3) has gone through the first test case for assisting with a regional meeting. The credit card was used for expenses incurred by agInnovation Northeast's spring meeting, and now that the non-profit is a vendor in the University of Rhode Island system, reimbursement has been received. Alton inquired about using the agInnovation credit card for expenses



and subsequent repayment, to which Rick affirmed it worked well for the Northeast. David and Bret shared their experiences with vendor registration, noting that while the agInnovation nonprofit registration was straightforward, changing registration from WAAESD to agInnovation-West was more complex due to email password constraints. David recommended that all regional associations initiate supplier/vendor applications for the agInnovation 501(c)(3) if their host institutions allow for such in advance of receiving invoices.

Rick motioned to approve the Treasurer's report, Alton seconded, and the report was approved by unanimous vote.

Credit Card and Contract Approval Thresholds

Rick presented a proposal on thresholds for contract approvals by the agInnovation 501(c)(3), with different levels of review required based on contract obligations. The board was in general agreement with the threshold levels. Clarity was sought for expenses exceeding \$50,000. Chris inquired about who is agInnovation and when expenses might exceed \$50,000. Gary suggested bringing any project over \$50,000 to the annual meeting since the membership could vote on the matter. Jeanette asked Rick to add reference to the agInnovation Rules of Operation for the final threshold. There was discussion about the possibility of including national meetings in future annual budgets, with Rick noting that such meetings are often planned 18 months in advance. Bret mentioned that large events like NERAOC cost over \$100,000. Gary wondered how anticipated expenses from approved budgets might be paid when contracts are entered late in the calendar year and payments may not be due until the following year. Rick explained that approved expenses could be carried forward into the following calendar year. The board debated whether the proposed approval processes might slow down negotiations. It was decided that urgent requests could be handled through an electronic balloting process.

Rick agreed to clarify voting requirements for the threshold exceeding \$50,000 and circulate the edited proposal to the board for final approval.

Website Modernization and Brand Updates

Rick and David led a discussion on website updates and brand management. Rick explained that they brought in PIVOT to help modernize the website and Erica Mirich is providing suggestions for improvement. David shared that Erica would be writing blog posts and connecting with institutional communicators to enhance content. Bret noted that Erica would also be adding the registered trademark symbol to the agInnovation logo. Jeanette clarified that Michelle Enger is the new chair of the regional communications group for the Northcentral Region.

Selection of Communications Strategy Firm

Gary presented the timeline and process for soliciting strategic communications proposals, explaining that after developing the research roadmap, they engaged two consulting firms (Estipona and Adaptive Roots) to create a communications strategy for long-term supplemental advocacy. After reviewing proposals and conducting interviews, the governance committee unanimously selected Adaptive Roots, who offered a more budget-friendly solution compared with Estipona. The contract has been drafted but requires review and signature, with questions remaining about the signatory and payment process, as Extension may require APLU approval for funding. Gary emphasized the need for a signatory from



both agInnovation and Extension, and raised concerns about potential delays if the contract were to run through APLU. Rick suggested allowing Extension to handle the contract through APLU if they insisted, while Gary expressed a preference to keep the project independent of APLU to avoid interference and to maintain the project's focus. Bret clarified that since the budget for the project had been approved by the membership via passing the budget referendum, agInnovation had agreed to the contract, and the signatory would depend on who would be responsible for paying the bills.

Officer Selections

Bret motioned to retain the current slate of officers, with Chris Pritsos as President, Steve Lommel as Vice President, and George Smith as President-elect. Following a second to the motion and no discussion, the motion passed unanimously.

agInnovation Northcentral Contract Approval Discussion

The board discussed the approval of a contract for agInnovation Northcentral, confirming that the board had approved it in principle by agreeing with the spirit of the business practices discussed previously. Rick agreed to share the contract with the board.

Actions

Rick: Edit and circulate the revised business practices/thresholds document with clarification on voting requirements and process.

Gary: Inform Bill Hoffman that agInnovation has approved the Adaptive Roots Consulting agreement and work with Bill to determine contract signatory and payment arrangements.

Bret: Circulate the Adaptive Roots Consulting agreement for input by **Board Members**.

Rick: Share the agInnovation Northcentral contract with the board for their information.

Sustaining Board Members: Initiate supplier/vendor applications for the agInnovation 501(c)(3) at their respective host institutions.