

Produce for Better Health Foundation

POSITIONS, POLICIES & PROCEDURES MANUAL

Spring 2016

PBH Positions, Policies, & Procedures Manual

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Historical Perspective

The Produce for Better Health Foundation (PBH) is a non-profit 501 (c) (3) consumer education Foundation whose mission is to lead people to eat more fruits and vegetables because it matters for their better health.

In May 1991, PBH was formed to serve as co-sponsor, along with the National Cancer Institute (NCI), of the 5 A Day for Better Health program with the primary purpose of overseeing industry participation. What began with the support of 60 fruit and vegetable industry companies and commodity boards, has today grown to serve over 400 donors and licensees representing growers, shippers, packers, processors, merchandisers, commodity boards, trade associations, food industry organizations, state health departments, and retailers reaching consumers in 30,000 supermarkets nationwide.

In January 2001, the 5 A Day program expanded beyond PBH and NCI to include other key organizations committed to leveraging the reach of 5 A Day under the National 5 A Day Partnership. In 2005 NCI transferred lead federal agency and health authority for the 5 A Day program to the Centers for Disease Control and Prevention (CDC). Today, PBH and CDC co-chair the National Fruit & Vegetable Alliance, formerly known as the National 5 A Day Partnership, consisting of government agencies, non-profit organizations, and industry working in collaboration to increase consumption of all forms of fruits and vegetables for improved public health.

The National Fruit & Vegetable Alliance is the nation's largest public-private nutrition education initiative with coordinators in each state, territory, and the military. In response to the new *Dietary Guidelines for Americans*, PBH and the National Fruit & Vegetable Alliance Steering Committee developed a new brand identity: Fruits & Veggies—More Matters® that supports the recommendations of the new dietary guidelines of eating more servings of fruits and vegetables. Consumer research reveals that the new brand is a rallying cry of relevance to consumers. The official launch of Fruits & Veggies—More Matters occurred March 2007 and over time has replaced “5 A Day” in the United States.

PBH Bylaws

Article I

THE FOUNDATION

Section 1. **Name**. The organization shall be known as the Produce for Better Health Foundation. The Foundation is an educational, charitable, non-political and not-for-profit corporation organized under the laws of the District of Columbia.

Section 2. **Purpose**. The Foundation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and applicable regulations. Solely in furtherance of such charitable and educational purposes, the Foundation shall be empowered to solicit, receive and expend contributions, gifts, legacies and grants, from all sources; to provide for the preparation and dissemination of educational information concerning the relationship between the consumption of fruits/vegetables and better health, and related subjects, by such means as publications, exhibits, lectures, workshops, and seminars; and to conduct such other activities as may advance the charitable and educational purposes of the Foundation.

Article II

MEMBERSHIP

Section 1. **Eligibility and Applications**. Any organization or individual who is interested in the charitable and educational purposes of the Foundation is eligible for membership in the Foundation provided they contribute an amount equal to or exceeding the annual "Fruits & Veggies-More Matters Licensing Fee" which is established each year by the Foundation's Board of Trustees.

Section 2. **Voting**. Only members who are current in contributions to the Foundation shall be allowed to vote on any matter subject to a membership vote. Any action to be voted upon by members may be taken by mail/fax/electronically, at the discretion of the Chairman of the Board, in such manner as the Chairman of the Board may decide in each instance.

Section 3. **Withdrawal of Members**. Any member may withdraw by filing a written resignation with the President; provided, however, that such resignation shall not relieve such member of any obligation for contributions accrued and unpaid at the date such resignation is filed. The Board of Trustees may drop any member from the roll who fails to pay its annual contribution when due.

Section 4. **Honorary Members**. Any organization or individual may be selected for special recognition as an honorary member of the Foundation by the Board of Trustees on the basis of outstanding or unique contributions to the progress of the Foundation, or the fruit and vegetable industry, or the public health community. Honorary members are not allowed to vote on matters subject to membership vote.

Article III

BOARD OF TRUSTEES

Section 1. **Authority**. The direction and management of the affairs, funds and property of the Foundation shall be vested in the Board of Trustees, who shall pursue such policies and principles as shall be in accordance with the provisions of the Articles of Incorporation, these Bylaws, and the statutes of the District of Columbia.

Section 2. **Membership Classes**. Classes of Trustees shall be as follows:

- a) **Contributing Trustee:** Any member in good standing that has contributed a minimum of \$10,000 will have the name of the person they designate submitted to the Executive Committee for approval to serve on the Board of Trustees.
- b) **Honorary Trustee:** An Honorary Member may be selected by the Board of Trustees, based on recommendations of the Executive Committee, to serve as an Honorary Trustee of the Foundation.

Section 3. **Terms.**

- a) **Contributing Trustee:** A Contributing Trustee may serve consecutive one-year terms on the Board for so long as the member they represent remains a contributor in good standing to the Foundation at a minimum contribution level of \$10,000. Members contributing \$10,000 or more shall annually provide the President with written notice regarding their intent to designate a Contributing Trustee, and shall designate the individual who will represent them as a Trustee on the Board.
- b) **Honorary Trustee:** Honorary Trustees shall serve a one year term and are identified as Honorary Trustees through the nominating committee process.

Article IV

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. **Frequency.** The Board of Trustees shall meet at least once annually, at a time and place to be established by the Chairman of the Board.

Section 2. **Quorum and Voting.** One-third of the members of the Board of Trustees at the time shall constitute a quorum for the transaction of business of the Foundation. Except as otherwise specifically provided in these Bylaws or by statute or regulation, a vote of the majority of Trustees present at a meeting at which a quorum is present shall constitute the act of the Board.

Section 3. **Voting by Mail/Fax/Electronically.** Any action to be voted upon by the Trustees may be taken by mail/fax/electronically, at the discretion of the Chairman of the Board, in such manner as the Chairman of the Board shall decide in each instance.

Article V

EXECUTIVE COMMITTEE

Section 1. **Membership.** The Board of Trustees shall annually elect four (4) members of the Board based on recommendations of the Nominating Committee to serve on the Executive Committee. This election shall occur during the annual meeting of the Board of Trustees. In addition, the Chairman of the Board, the Vice Chairman, the Immediate Past Chairman, and the Secretary/Treasurer will automatically serve on the Executive Committee, as will the Chairman of each Program Committee.

Section 2. **Authority.** The Executive Committee shall have and may exercise all the powers and authority of the Board of Trustees of the Foundation in accordance with the Articles of Incorporation, these Bylaws, and the laws of the District of Columbia. In addition, the Executive Committee shall approve all offers to contribute to the Foundation of \$10,000 or more. The Executive Committee may reject any such offers or applications which it believes are not in the best interest of the Foundation.

Section 3. **Quorum and Voting**. A majority of the members of the Executive Committee at the time shall constitute a quorum for the transaction of business. Except as may be otherwise provided by statute or these Bylaws, the vote of a majority of the Executive Committee members present at a meeting at which a quorum is present at the time of the vote shall be the act of the Executive Committee. If two-thirds of the Executive Committee members severally or collectively consent in writing to any action to be taken by the Foundation, such action shall be as valid as though it had been authorized at a meeting of the Executive Committee.

Article VI ***OFFICERS***

Section 1. **Titles**. The officers of the Foundation shall consist of a Chairman of the Board, a Vice Chairman, a Secretary/Treasurer, and the Immediate Past Chair. The Chairman of the Board, Vice Chairman, and Secretary/Treasurer must have previously served on the Executive Committee, and shall automatically be members of the Board of Trustees and the Executive Committee by virtue of their election. The officers shall be elected by the members of the Board of Trustees, based on the recommendations of the Nominating Committee, during the annual meeting of the Board for a one-year term. Secretary/Treasurer may serve consecutive one-year terms in the same office. Other officers may serve non-consecutive one-year terms in the same office. The Chairman of the Board, Vice Chairman, and Secretary/Treasurer must continue to represent members of the Foundation in good standing during their terms of office.

Section 2. **Chairman of the Board**. The Chairman of the Board shall preside at all meetings of the Board of Trustees and Executive Committee. The Chairman of the Board shall perform such other duties as are necessarily incident to the office of Chairman of the Board or as may be prescribed by the Board of Trustees.

Section 3. **Vice Chairman**. The Vice Chairman shall perform such duties customarily incident to his office or which may properly be required of him by the Board of Trustees.

Section 4. **Secretary/Treasurer**. The Secretary/Treasurer shall perform such duties customarily incident to his office or which may properly be required of him by the Board of Trustees.

Section 5. **Immediate Past Chairman of the Board**. The Immediate Past Chairman of the Board shall perform such duties customarily incident to his office or which may properly be required of him by the Board of Trustees.

Article VII ***OTHER COMMITTEES***

Section 1. **Coordinating Committee**. The Chairman of the Board, with the advice and consent of the Executive Committee, shall annually appoint a Coordinating Committee of the Foundation. The role of the Coordinating Committee will be to interact and coordinate with other organizations, such as, but not limited to, the Centers for Disease Control, whose activities, mission and/or purpose are consistent with the goals of the Foundation.

Section 2. **Nominating Committee.** The Chairman of the Board, with the advice and consent of the Executive Committee shall, at least 90 days prior to the annual elections, establish a Nominating Committee, consisting of four (4) members and the Immediate Past Chairman of the Board. The Nominating Committee shall recommend a Chairman of the Board, Vice Chairman, Secretary/Treasurer, program committee chairs, and at-large Executive Committee members for a total of thirteen Executive Committee members. The Executive Committee shall be elected at the annual meeting of the Board of Trustees.

Section 3. **Other Committees.** The Chairman of the Board, with the advice and consent of the Executive Committee, may establish Program Committees and such other committees or task forces of the Board or of the membership as he deems necessary for the operation of the Foundation. Committee members will be nominated by the committee chair, vice-chair, and one additional member of the committee as appointed by the committee chair. Appointments will be for three-year terms, and appointments reviewed annually. A committee member may serve an unlimited number of terms provided that they remain a member of the Foundation and all interested Board members have been provided the opportunity to serve. The President shall circulate a ballot to the Executive Committee 30 days prior to the annual Board Meeting. Elected committee members shall take office at the next annual Board meeting. The Program Committees will meet once annually at a time and place to be established by the Chair of the Committee.

Article VIII

STAFF, ADVISORS AND CONSULTANTS

Section 1. **President.** The Executive Committee, with the advice and consent of the Board of Trustees, shall select a President of the Foundation, who shall serve as the Chief Executive Officer of the Foundation. The President shall have active charge of the general activities of the Foundation, including its educational, informational, research and such other activities as the Executive Committee may direct. The President shall attend all meetings of the Executive Committee, Board of Trustees, and other committees as appropriate of the Foundation, and shall be responsible for recording, maintaining, and promptly distributing notices and minutes of meetings of the Executive Committee, the Board, and all other committees of the Foundation. The President shall provide a liaison between the Executive Committee and other organizations having a similar interest and mission to that of the Foundation. The President shall work with the Vice-Chairman to prepare and recommend the Foundation's annual business plan and operating budget to the Executive Committee, and shall be responsible for administering and maintaining control over the approved annual operating budget within the limits prescribed by the Executive Committee. The President shall be paid a fee as may be agreed upon by the Officers from time to time.

Section 2. **Other Staff Members.** The President may hire such other staff members as he may consider to be desirable for purposes consistent with the budget, objectives and Bylaws of the Foundation.

Section 3. **Advisors and Consultants.** The President may appoint such other advisors and/or consultants as he may consider to be desirable for purposes consistent with the objectives and Bylaws of the Foundation. Contracts/appointments to any single individual or organization exceeding \$50,000.00 during a single fiscal year are subject to prior approval by the Officers.

Section 4. **Legal Counsel.** The Executive Committee shall select a General Counsel to supervise legal matters relating to the Foundation's activities. The General Counsel shall serve for such term and at such compensation as the Executive Committee may determine.

Article IX***CONTRACTS, CHECKS, DEPOSITS and GIFTS***

Section 1. **Authorization.** The Executive Committee may authorize any officer or officers, agent or agents of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. **Investments.** The Executive Committee may authorize any officer or officers, agent or agents of the Foundation to convey, sell, give or otherwise dispose of property held by the Foundation and to invest, reinvest, administer, and deal with the same in such manner as would best promote the interests of the Foundation. Such authority may be general or confined to specific instances.

Section 3. **Signatures.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Executive Committee

Section 4. **Banks and Accounts.** All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Executive Committee may select.

Section 5. **Contributions and Gifts.** The Executive Committee may accept on behalf of the Foundation any contribution, grant, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

Article X***BOOKS AND RECORDS***

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees, Executive Committee and other Committees, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Foundation may be inspected by any Trustee, or his agent or attorney, for any proper purposes at any reasonable time.

Article XI***SEAL***

The Foundation shall have a seal of such design as the Board of Trustees may adopt.

Article XII***BOND***

At the direction of the Executive Committee, any officer or employee of the Foundation shall furnish, at the Foundation's expense, a fidelity bond in such sum as the Executive Committee may prescribe.

Article XIII***LIMITATIONS ON LIABILITY AND INDEMNIFICATION***

Section 1. **Limitations on Liability.** Nothing herein shall constitute members of the Foundation as partners for any purpose. No member, member representative, officer, agent or employee of the Foundation shall be liable for the Foundation, nor shall any member, member representative, officer, agent or employee be liable for his acts or for failure to act under these Bylaws, except for any act or omission to act arising out of her or his willful malfeasance.

Section 2. **Indemnification.** The Foundation may, by resolution of the Board of Trustees, provide for indemnification by the Foundation of any and all of its Trustees, officers or employees, or former Directors/Trustees, officers or employees, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors/Trustees, officers or employees of the Foundation, except in relation to matters as to which such Trustee, officer, employee, or former Director/Trustee, officer, or employee, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XIV***FISCAL YEAR***

The fiscal year of the Foundation shall commence on the first day of January and end on the 31st day of December.

Article XV

RULES OF ORDER All meetings of the Foundation, including meetings of the Board of Trustees, Executive Committee, and other committees, shall be conducted in accordance with *The Modern Rules of Order*, Pennsylvania Bar Institute.

Article XVI***AMENDMENTS***

These Bylaws may be amended by the affirmative vote of two-thirds of the Board of Trustees.

Board of Trustee Opportunities

The opportunities available to Trustees of the Produce for Better Health Foundation are the following:

- 1) Meeting Attendance. Trustees are invited to attend the annual Board of Trustees meeting each year. Prepare for this meeting by reading materials supplied prior to each meeting. Understand the organizations primary programs, services and sources of revenue. Only board members and PBH invited guests may attend PBH board meetings and associated meeting activities. If a corporate board member is unable to attend a board meeting, an appropriate replacement for the company can attend as an alternate.
- 2) Committee Involvement. Trustees may be invited to participate on one of the following: (a) Executive Committee, (b) Board Committees/Subcommittees (Consumer Marketing and Communications, Research, Donor, Financial Advisory, Audit, and Nominating) or (c) ad hoc assignments. Committees generally meet at the Board of Trustees meeting in the spring. Other work is done via conference call.
- 3) Approve Slate of Nominees. Trustees will approve the slate of nominees for Executive Committee at the annual Board of Trustees meeting each spring.
- 4) Program Oversight. Board members will oversee and evaluate PBH programs, support the staff, be an advocate among the fruit and vegetable industry and stay informed about important changes and developments within the organization and the industry.
- 5) Fund raising. Board members will ensure and manage the appropriate corporate contributions from their respective companies and organizations. Also, actively participate in identification, cultivation, and solicitation of prospective donors. Personal contributions, if desired, can also be made to the Foundation.

Executive Committee Responsibilities

- 1) Provide Policy Guidance. Executive Committee will discuss, set, and refine policy and direction for the Foundation. Staff will handle day-to-day implementation of projects.
- 2) Strategic Planning. Executive Committee members will participate in development, refinement, and revision of the Foundation's mission and participate in the comprehensive strategic planning session to determine purpose, programs, and priorities. The Executive Committee can expand the group if so desired.
- 3) Business Planning. Approves the business plan and budget emanating from the strategic plan. Assures that programs and services are planned, implemented, and evaluated according to Board policies consistent with the mission of the organization and current financial conditions. Approves annual sponsorship/grant opportunities.
- 4) Financial Oversight. The Executive Committee:
 - a. Approves the annual budget. Monitors income, expenditures and program activities against projections.
 - b. Has authority to incur debt not to exceed 25% of the organization's total net worth. The Executive Committee has authority to approve loans or long-term capital resources up to the limits established by the Board.
 - c. Ensures the management of necessary reserve balances.
 - d. Approves annual list of sponsorships.

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- 5) Coordination of Subordinate Groups. Committee chairs should serve on the Executive Committee to help sort out committee assignments to avoid duplication or competition.
 - 6) Chief Executive. Executive Committee will approve the selection, and if necessary, dismissal of the President.
 - 7) Executive Search. Executive Committee either appoints a search committee or assumes the lead in replacing the chief executive.
 - 8) Major Donor Approval. Approves all offers to contribute sums of \$10,000 or more to the Foundation.

Chairman of the Board Responsibilities

The role of the Chairman of the Board is to ensure the integrity of the Board's processes and be the primary representative of the Board of Trustees.

- 1) Follows Policies. The Chairman of the Board is to ensure that the Board and subordinate groups behave consistent with the Foundation's policies and bylaws.
 - a. Meeting discussion content will be only on those issues that clearly belong to the Board according to Board policy.
 - b. Deliberation will be timely, fair, orderly, and sufficiently thorough, but also efficient with time restrictions and kept to the point.
- 2) Interpretation of Policy. The Chairman of the Board is authorized to make reasonable decisions about the interpretation of policy regarding the Board's own job.
 - a. The Chairman of the Board chairs Board meetings with all the commonly accepted power of that position.
 - b. The Chairman of the Board has no authority to make decisions beyond policies created by the Board. The Chairman of the Board, therefore, has no authority to change the Board expectations for subordinate groups or for the President.
- 3) Spokesperson. The Chairman of the Board is the official spokesperson of the organization.
- 4) Executive Sessions. Chairs Executive Committee and calls executive sessions to address problems or occurrences that arise between regularly scheduled meetings as prescribed in the bylaws.
- 5) Strategic Planning. Coordinates the annual strategic planning session to update short and long-range plans.
- 6) Agendas. Approves draft agendas for meetings of the Board of Trustees.
- 7) Chief Staff Executive. Together with other officers, assumes regular annual evaluation and approves compensation of the President. Serves as sounding board for sensitive staff issues and performs written evaluation of the President.

Immediate Past Chairman of the Board Responsibilities

- 1) Nominating Committee. Serves as chair of the Nominating Committee and performs such duties as required by the Chairman of the Board.
- 2) Strategic Planning. Participates in annual strategic planning session.
- 3) Chief Executive. Together with other officers, assures regular evaluation and approves compensation of the President.

Vice Chairman of the Board Responsibilities

- 1) Chair. Perform the duties of the Chairman of the Board in his or her absence or disability.
- 2) Board/Executive Committee. Serves on the Board of Trustees and Executive Committee.
- 3) Policies/Procedures. Annually reviews permanent record of all Board policies or motions and actions based on minutes of all proceedings of the Trustees' and subordinate committee meetings.
- 4) Strategic & Business Planning. Participates in annual strategic planning session and coordinates the annual business planning process.
- 5) Annual Conference. Stays apprised of the Annual Conference Planning Committee activities pertaining to the upcoming conference.
- 6) Chief Executive. Together with other officers, assures regular evaluation and approves compensation of the President.

Secretary/Treasurer Responsibilities

- 1) Board/Executive Committee. Serves on the Board of Trustees and Executive Committee.
- 2) Financial Advisory Committee. Chairs the Financial Advisory Committee and performs such duties as required by the Chairman of the Board.
- 3) Financial Statement. Presents the financial statement and current financial position to the Board of Trustees at the annual meeting.
- 4) Strategic Planning. Participates in annual strategic planning session.
- 5) Chief Executive. Together with other officers, assures regular evaluation and approves compensation of the President.

Subordinate Groups – Appointments and Organization

The Chairman of the Board, subject to the approval of the Executive Committee, shall appoint the members of the subordinate groups (committees, task forces, etc.), including the chairperson and vice chairpersons of each.

- 1) Composition. Board subordinate groups shall be formed by the Executive Committee. The subordinate group leader will be appointed by the Chairman of the Board. The subordinate group may determine its size.
- 2) Scope/Authority. Board subordinate groups shall provide input, direction, and feedback on programmatic activities and/or specific policy options and implications for Executive Committee consideration as charged by the Executive Committee. Subordinate groups are directly responsible to the Executive Committee through the office of the President. Subordinate groups may not commit to expenditure of funds and may not express opinions or represent positions in the name of the Foundation, unless specifically authorized by the Executive Committee. In proposing a program or activity that may involve expenditure of funds, committees must submit a program description and budget to the President for inclusion in the Foundation budget and approval by the Executive Committee.
- 3) Operation. Each subordinate group may establish rules for its operation. All subordinate groups shall perform the duties assigned to them with activities and recommendations subject to Executive Committee approval.
- 4) Expenditure of funds. Proposed expenditures of funds by such subordinate groups that jeopardize the annual Return on Equity target must have prior Executive Committee authorization.
- 5) Removal. The Executive Committee may at any time remove any or all members of any subordinate group.
- 6) Vacancies. Vacancies on subordinate groups between annual nominations shall be filled by appointment by the Nominating Committee of the Subordinate Committee. Committee members are nominated for their area of expertise/experiences. If an organization's PBH representative changes throughout the year, the new representative is not automatically placed on the committee(s) that the former representative resided. Selection of committee members is the responsibility of the individual committee's nominating committee.
- 7) Attend Board and Executive meetings. Chairpersons of each major subordinate group may attend meetings of the Board and Executive Committee and take part in pertinent discussions.
- 8) Accountability. Subordinate groups are accountable to the Executive Committee and are governed by policies established by the Executive Committee or the Board of Trustees.
- 9) Job products in relation to Board policies. The job products (or activities assigned to subordinate groups) determined and actually accomplished by subordinate groups must be true to the broader statements of policies established by the Executive Committee or the Board of Trustees.
- 10) Business conduct cannot violate Board policies. The practices, activities, methods, ways of conducting business, circumstances of operating, or any other work or behavior may not violate the policies as set by the Executive Committee or the Board of Trustees.

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- 11) Interpretation of Foundation policies. Subordinate groups are authorized to use “any reasonable interpretation” of the language used in Board or Executive Committee policies.
 - 12) Cooperation. Subordinate groups are expected to work cooperatively with other subordinate groups and staff.
 - 13) Provide Counsel. Subordinate groups shall provide the Board of Trustees and Executive Committee information, counsel, and insights necessary to govern well, including:
 - a. Vision and long-range aspirations needed to develop overall organizational vision.
 - b. Data regarding subordinate group performance against expectations stated in the Foundation’s annual business plan, including foreseeable changes needed in policies of the Board or the Executive Committee.
 - c. Significant changes in subordinate group rules and procedures.
 - 14) Limitations for Subordinate Groups: Subordinate Groups shall not cause or allow any practice, activity, decision, or organizational circumstance, that is either imprudent or in violation of law, or of commonly accepted business and professional ethics. Subordinate Groups shall not:
 - a. Arbitrarily exclude qualified candidates for membership or operate secretly.
 - b. Endorse special products, patents, processes, individuals, or ideas, except as authorized by the Executive Committee.
 - c. Speak on behalf of or in a way reserved for the Board or Executive Committee.
 - d. Operate in disregard of the interests of the organization.
 - i) Use or commit resources including staff time and resources that jeopardize meeting the annual Return-on-Equity target.
 - ii) Work within the scope of other subordinate groups or the President or speak for the organization in any way reserved for the Board of Trustees, the Executive Committee, or others whom the Board has empowered.
 - e. Engage in activity or communication that knowingly can lead to or appear to result in a conflict of interest, including acceptance of financial or other goods or benefits that might influence actions or decisions.
 - f. Use the official letterhead for general communications.
 - g. Work outside the following financial boundaries for overall fiscal stability.
 - i) No Negative Net Earnings – Expenses shall not exceed income for the fiscal year.
 - ii) No Use of Funds Deviating from Board Policy – No budgeting shall deviate appreciably from organizational priorities expressed in annual business plan.
 - iii) No Unacceptable Risk – Financial estimates should not be based upon other than conservative estimates, and financial conditions are not permitted that jeopardize the fiscal stability for effective and prudent operations.
 - iv) No Intermingling of Funds – No one, whether member or staff, has the freedom to arbitrarily move funds from one account to another.

Subordinate Groups Composition, Scope/Authority, and Job Products of Each

- 1) Financial Advisory Committee
 - a. *Composition:* The Financial Advisory Committee shall consist of the Secretary/Treasurer and three appointed members. The Secretary/Treasurer shall be appointed to chair the Committee.
 - b. *Scope/Authority:* To supervise the financial affairs of the organization. The Financial Advisory Committee reports to the Board of Trustees by presenting a statement of the financial condition at the annual Board of Trustees meeting.
 - c. *Roles/Responsibilities:* The Financial Advisory Committee is authorized, subject to policies established by the Board or the Executive Committee, to:
 - Present financial statements to the Board and the Executive Committee.
 - Review and recommend financial policies to the Board and the Executive Committee, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices.
 - Assure that the Board and the Executive Committee are well informed about the organization's finances.

- 2) Audit Committee
 - a. *Composition:* The composition of the audit committee shall be not less than two board members. Committee members of the audit committee (by law) cannot be staff members, President or Chief Executive Officer, Treasurer, or Chief Financial Officer of the organization. Members of the organization's financial advisory committee can serve on the Audit Committee but cannot comprise 50 percent or more of the Audit Committee.
 - b. *Scope/Authority:* The audit committee will report its findings to the Secretary/Treasurer of the Board.
 - c. *Roles/Responsibilities:*
 - Recommend to the Board the hiring/firing of the independent certified public accountants (CPA).
 - Review and recommend approval of the audit to the Secretary/Treasurer of the Finance Committee/Executive Committee.

- 3) Consumer Marketing & Communications Committee
 - a. *Composition:* The Consumer Marketing & Communications Committee shall consist of an appointed Chairman and no more than 20 total members.
 - b. *Scope/Authority:* The Consumer Marketing and Communications Committee reports to the Executive Committee and is responsible for supporting the positioning of the organization as a foundation dedicated to helping consumers increase the consumption of fruits and vegetables at every eating occasion. The committee will provide oversight to the Research Subcommittee. It will also assist in the development of the foundation's Business Plan as well as monitor the implementation of the Business Plan. The chair of this committee is a member of the Executive Committee.
 - c. *Roles/Responsibilities:*

The work of this committee and its related subcommittees will focus on the brand, Fruits & Veggies—More Matters including, but not limited to:

 - Developing a comprehensive marketing and communications implementation plan for Fruits & Veggies—More Matters.
 - Generating national awareness of Fruits & Veggies—More Matters that leads to positive consumer lifestyle/behavior changes.
 - Establishing the measurement tools that will evaluate the effectiveness of Fruits & Veggies—More Matters.
 - Enlisting ongoing, active support for Fruits & Veggies—More Matters among a range of public and private sector Partners.

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- Achieving ongoing, active retail support of Fruits & Veggies—More Matters.
 - Advocating use of Fruits & Veggies—More Matters (logo) on packaging and in marketing/awareness efforts.
 - Developing consumers (moms and kids) as champions for eating fruits and vegetables at every eating occasion.
 - Developing a consumer site that serves as THE “Go To Source” for consumers with up-to-the-minute, reliable, science-based, user-friendly information about fruits and vegetables.
 - Developing web-based consumer resources to help consumers incorporate more fruits and vegetables at every eating occasion.
 - Developing resources for organizations on the “front lines” of promoting healthy eating at the grass roots level.
 - Taking an active role in completing assignments that are directly related to the foundation’s consumer marketing and communications strategies.
- 4) Research Subcommittee
- a. *Composition:* The Research Subcommittee shall consist of an appointed Chairman and no more than 20 total members.
 - b. *Scope/Authority:* The Research Subcommittee reports to the Consumer Marketing & Communications Committee and will support the overall direction of that committee. Specific direction to the subcommittee’s work will come from the Consumer Marketing and Communications Committee. This committee will also assist in the development of the foundation’s Business Plan as well as monitor the implementation of the Business Plan.
 - c. *Roles/Responsibilities:* The work of this subcommittee will focus on:
 - Helping to establish the measurement tools to evaluate the effectiveness of Fruits & Veggies—More Matters (e.g. awareness of key messages among target audiences and measurement of consumer behavior modification).
 - Responding to research needs as identified by the foundation’s multi-year research framework (to be defined), including, but not limited to:
 - ✓ Retail marketing tests
 - ✓ Consumer behavior (when eating out, for example)
 - ✓ Other options as prioritized by the research framework
 - Identifying ways to scan the literature/environment and report on fruit and vegetable related research including, but not limited to:
 - ✓ Behavior change
 - ✓ Disease prevention
 - ✓ Marketing strategies
 - Helping to identify the best way to package the research.
 - Helping to identify how to communicate about the research with target audiences.
 - Helping to identify and secure strategic speaking platforms to communicate about the research.
 - Taking an active role in completing assignments that are directly related to PBH’s consumer marketing and communications strategy.
- 5) Formula 5 Subcommittee
- a. *Composition:* The Formula 5 Subcommittee shall consist of an appointed Chairman (or co-chairs) and no more than 10 total members.
 - b. *Scope/Authority:* The Formula 5 Subcommittee reports to the Consumer Marketing & Communications Committee and will support the overall direction of that committee.
 - c. *Roles and Responsibilities:* The work of the subcommittee includes setting parameters for the competition, assistance with marketing of the competition, and judging applications to the competition.

6) Donor Committee

- a. *Composition:* The Donor Committee shall consist of an appointed Chairman and no more than 20 total members.
- b. *Scope/Authority:* The Donor Committee's responsibility is to assist staff in the development and implementation of the foundation's annual business plan and donor outreach plan. The committee is also responsible for assisting with identifying and evaluating funding prospects – individuals, corporations, and foundations. The Chair of this committee is a member of the Executive Committee.
- c. *Roles and Responsibilities:* The work of the committee will:
 - Assist staff with new donor prospects by making introductions where appropriate and/or accompany staff on solicitation visits as appropriate.
 - Understand and endorse the case of why someone should be a PBH donor.
 - When aware and available identify grant opportunities that are aligned with PBH's mission
 - Assist staff with developing and implementing a plan for nurturing current donors and promoting progression to board of trustees' level.
 - Conduct quarterly donor outreach calls for the purposes of keeping donors informed of PBH happenings/accomplishments (not an ask)
 - ✓ Information from PBH's quarterly business plan updates would serve as specific talking points for the quarterly outreach calls
 - Assist with annual review and implementation of "support the effort" materials used to increase PBH's visibility
 - ✓ Call-To-Action Brochure
 - ✓ Proud Supporter Sign
 - ✓ Identify tradeshows where support the effort materials can be distributed (e.g. PMA, FPFC, etc.)
 - Assist with donor outreach and information sharing related to the annual fundraiser
 - Take an active role in completing assignments that are directly related to PBH annual business plan.

7) Annual Conference Planning Committee

- a. *Composition:* The Annual Conference Planning Committee shall consist of an appointed Chairman (or co-chairs) and no more than 10 total members.
- b. *Scope/Authority:* The Annual Conference Planning Committee's responsibility is to assist staff in implementing the foundation's annual conference. The planning committee will report its activities to the Vice Chairman of the Board.
- c. *Roles and Responsibilities:* The work of the committee includes:
 - Deciding on location of annual conference, conference programming/speakers, sponsorships, marketing, and other needs as may be required in the future.
 - Assist staff as appropriate in completing assignments that are directly related to the annual conference.

8) Nominating Committee

- a. *Composition:* The Nominating Committee shall consist of the Immediate Past Chairman and four appointed members. The Immediate Past Chairman shall be appointed to chair the Committee.
- b. *Scope/Authority:* The Nominating Committee recommends the composition of the Executive Committee by identifying, recruiting, and proposing its members to the full Board of Trustees.
- c. *Roles/Responsibilities:*
 - The Nominating Committee screens and interviews Executive Committee and officer candidates for presentation to the full Board for approval.
 - The Nominating Committee shall determine criteria in nominating candidates for Officers and the Executive Committee.

Committee & Subcommittee Chair Responsibilities

Consistent with the Foundation's policy and strategic plan, the committee chair guides the committee in its work as outlined by the scope of work and charge from the chair of the appropriate oversight committee. Position responsibilities include:

- 1) Develops Strategic Plan. The chairs and vice-chairs of the Consumer Marketing and Communications Committee and Development Committee participate in the comprehensive strategic planning session scheduled every three years.
- 2) Develops Business Plan. With staff, develops a business plan that will allow the committee to effectively and efficiently discharge its responsibilities in support of the Strategic Plan for the year.
- 3) Conducts Meetings. With staff, develops agendas and conducts committee meetings.
- 4) Approves Minutes. Approves minutes of committee meetings before their distribution.
- 5) Monitors Work. Works with staff to ensure that the work of the committee is carried out between meetings.
- 6) Approves Committee Reports. Approves reports on committee activities, including requests to the Board of Trustees and/or Executive Committee for action.
- 7) Reports to the Committee. Reports to the committee on decisions of the appropriate oversight committee that affect the committee's work or activities.
- 8) Attendance/Participation. Monitors committee member participation and upholds the *committee observer* procedures for non committee members who are interested in sitting in on committee meetings. To ensure stability for the committee's work alternates are not permitted to serve on the committees.
- 9) Committee's Nominating Committee. Together with the vice-chair selects a third committee member to serve on the committee's nominating committee.
- 10) Proposes Products & Services. Where appropriate, guides the committee in proposing products and services that will further the goals and objectives of the Foundation.
- 11) Makes Policy Recommendations. Where appropriate, makes policy recommendations to the Board of Trustees or to the appropriate oversight committee when the Board is not in session.
- 12) Limits of Authority. A Chairperson may not speak on behalf of the Foundation without prior approval of the Board of Trustees or the Executive Committee when the Board is not in session.
- 13) Vacancy. In the absence or departure of the chair, the vice-chair substitutes as chair. In the case of vice-chair departure, the remaining members of the committee's nominating committee select the replacement, with board chairman approval.

Committee Member Responsibilities

Reports to the committee chair. Actively participates in the work of the committee; provides thoughtful input to the deliberations of the committee; focuses on the best interests of the Foundation and the committee rather than on personal or constituent interests; and works toward fulfilling the committee's goals. Responsibilities include:

- 1) Prepare, Attend and Participate. Reviews all relevant material before committee meetings. Attends committee meetings. Makes contributions and voices objective opinions on issues.
- 2) Implements assignments. Carries out individual assignments made by the committee chair.
- 3) Proposes Policies, Products, Services. Works as part of the committee and staff team to ensure that the committee proposes policies and/or develops products and services that help Foundation members and staff who are responsible for programs within the scope of interests to the committee.
- 4) Represents. Represents the committee in meetings of other Foundation groups.
- 5) Clarifies with Others. Promotes clarity within the committee on the committee's role and how it supports and fits within the interests of the Foundation.
- 6) Limitations. No portion of the organization, whether member or staff, shall cause or allow any practice, activity, or decision that is imprudent, illegal, unethical, or detracts from the purpose of the organization.

Delegation to the President

The President is accountable to the Board of Trustees for achieving organizational goals and objectives within policies set forth by the Board. All Board authority delegated to staff is delegated through the President. As far as the Board is concerned, all staff authority and accountability is considered to be that of the President.

- 1) Accountability. The President is accountable only to the full Board of Trustees, not to any one individual Board member.
- 2) Staff Authority. The President is authorized to establish staff policies, make decisions, take action, and develop activities as long as they are consistent with a reasonable interpretation of Board policies.
- 3) Employee of Foundation. The President shall be an employee of the Foundation, selected as provided in Article VIII, Section 1, of the Bylaws

President Responsibilities

The responsibilities of the President are staff and system capability, including:

- 1) Capability to achieve vision and mission of the Foundation, including:
 - a) Competency, continuity, progression, and succession of staff with:
 - i) Staff compensation and benefits consistent with the market for employee skills and experience.
 - ii) Staff treated in a manner consistent with human rights.
 - b) Accurate, concise, and timely information, counsel and processes for the work of the Board of Trustees and subordinate groups.
 - c) Implementation of annual goals that support the Board's vision and mission.
- 2) Fiscal stability, viability, and competency, including:
 - a) Product and service obligations to the membership.
 - b) Achievement of the targeted annual return on equity.
 - c) Managing finances including the preparation of the annual budget, long-range financial forecasts and investment management of Foundation funds.
- 3) Safety of assets and legal status, including:
 - a) Proper security, protection, and risk management of assets.
 - b) Avoidance of any activity that would put the tax status at risk.
 - c) Prompt suspension of any activity beyond boundaries by any subordinate group.
 - d) Proper notice to those individuals or other organizations found to be misusing the organization's name or logo, and/or program/campaign logos and graphics.
 - e) Use of official stationery only by officers and the staff.
- 4) Accurate and timely information, including:
 - a) Monitoring data on the subordinate group performance.
 - b) Relevant trends, incidents and developments, significant decisions, threatened or actual legal jeopardy, and changes in assumptions on which Board of Trustees or subordinate group policies have been based.
 - c) Optional points of view, information, analysis, and counsel necessary for fully informed knowledge-based Board choices.
- 5) Representative. Favorable perception of the organization among key leaders of the membership community in industry, government, and academia.

- 6) Communications. Intra-organizational communications for and with the Board, subordinate groups, officers, staff, and the member community.
- 7) Spokesperson. Serve as spokesperson for the Foundation in coordination with the Chairman of the Board of Trustees.
- 8) Annual Meeting. Plan and coordinate annual meeting of the Board of Trustees.

General Constraint – President

The President shall not allow or cause any action or decision in his/her area of supervision and control that is imprudent, illegal, unethical, or detracts from the purpose. Accordingly, the President may not cause or allow:

- 1) Commingling of the Foundation Restricted Reserve finances with operating finances.
- 2) Use of Reservoir Restricted Reserve funds for operations without Executive Committee or Board approval.
- 3) Conflict of Interest. Staff activity, communication, or benefit that knowingly can lead to or appear to result in a conflict of interest, including acceptance of financial or other goods or benefits that might influence actions or decisions.
- 4) Improper staff action:
 - a) Formation by staff of ad hoc member groups without specific request or permission of volunteer groups.
 - b) Operate secretly except for confidential personnel matters.

Staff Liaison Position Description

The staff liaison serves as an informed resource person to the chair and members of the committee. Assists the chair in facilitating committee discussions and activities which address the committee's charge. Works with the chair to ensure that all committee work is consistent with the Foundation's goals and objectives. Responsibilities include:

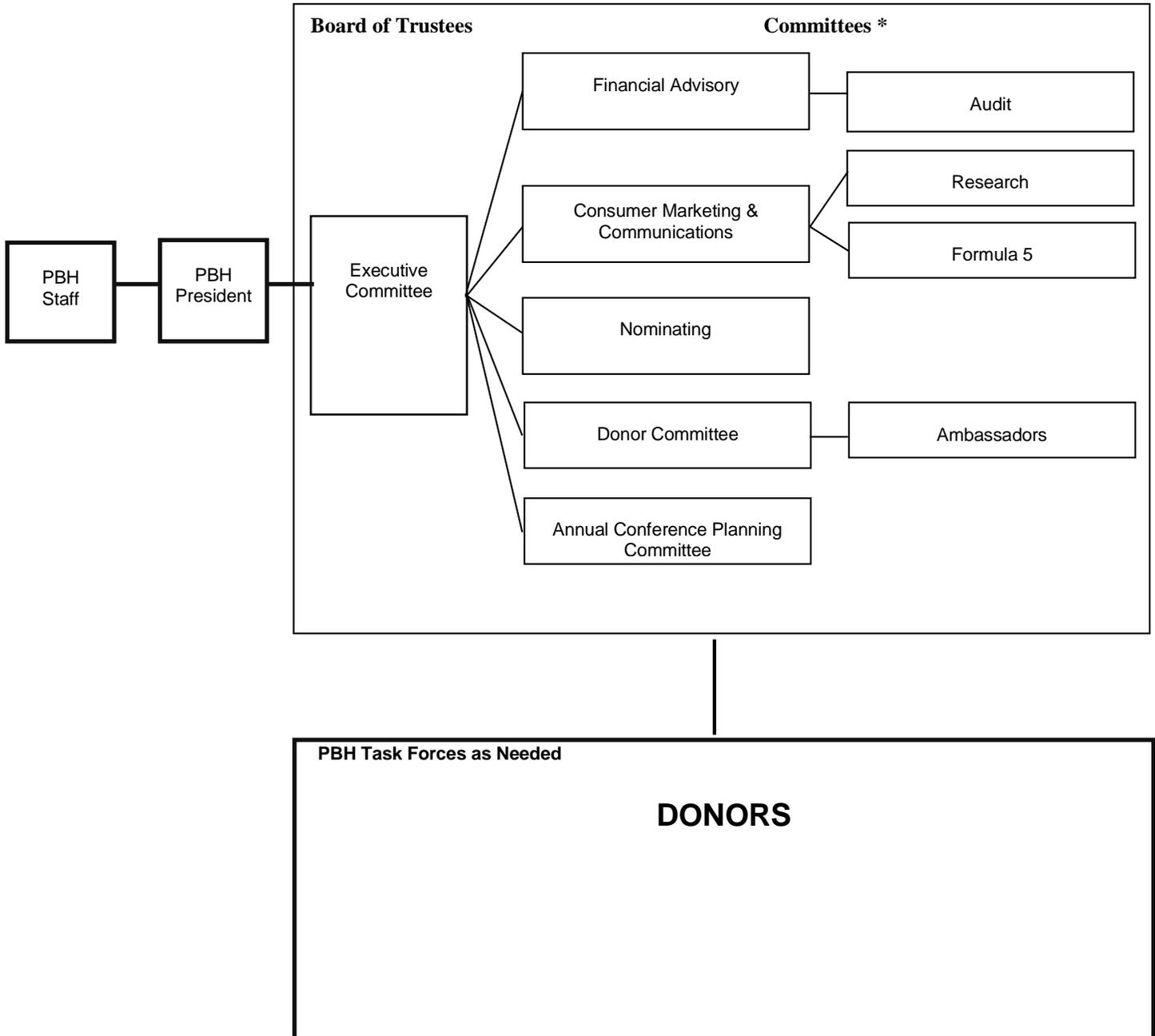
- 1) Orients Chair. Provides thorough orientation for each new committee chair, and assists the chair in providing orientation for new and continuing committee members each year.
- 2) Plan of Work. Works with the chair to develop a plan of work that will allow the committee to effectively and efficiently discharge its responsibilities for the year.
- 3) Agendas & Meetings. Works with the chair to develop agendas, meeting schedule, and conduct effective meetings of the committee.
- 4) Administrative Support. Provides administrative support for planning and execution of all committee meetings.
- 5) Minutes. Drafts minutes of committee meetings for review and approval by the committee chair.
- 6) Implement Work. Works with the committee chair, other committee members, and Foundation staff to ensure that the work of the committee is carried forth between committee meetings.

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- 7) Cross-Communications. Facilitates communication of committee activities, including requests for action and/or proposed policies, to the President, Executive Committee, and Board of Trustees. Also reports to the committee on decisions of the Board of Trustees, Executive Committee, or other Foundation committees which impact the committee's activities.
 - 8) Proposes Products & Services. Assists the committee in proposing products and services that will further the goals and objectives of the Foundation.
 - 9) Attendance/Participation. Monitors committee member participation and reports to committee chair. Assists chair regarding *committee observer* procedures.
 - 10) Oversight Committee. Staff leads of subcommittees sit on appropriate oversight committee and share oversight committee's direction with the chair of the subcommittee.
 - 11) Volunteer Leadership Profile. Assist chair in collecting profiles for all committee members.

Compliance with Anti-Trust Rulings.

All PBH meetings are to be conducted in accordance with all anti-trust rulings. Discussions of price, quality ratings, competition and the like will be avoided. If at any point a participant in the meeting feels the discussion has drifted into inappropriate areas, he is to immediately bring the concern to the person chairing the meeting and to staff.

PBH Board/Membership Structure



* Committee members are members of the PBH Board of Trustees unless there is an area of expertise required but not available through the Board of Trustees to effectively accomplish the charge of the committee.

Governance Chart

| | Jan | Feb | March | April Meeting | May | June | July | August | Sept. | Oct. | Nov. | Dec. | Jan (next yr) |
|---|-----|-----|-------|---------------|-----|------|------|--------|-------|------|------|------|---------------|
| Board of Trustees | | | | | | | | | | | | | |
| Approve Strategic Plan; Review any needed by-law changes; Show case past year activities and future plans. Approve Slate of Executive Committee Members | | | | Mtg. | | | | | | | | | |
| Executive Committee | | | | | | | | | | | | | |
| Ongoing business conference calls | | | | Mtg. | | | | | | Mtg. | | | |
| Approve next year Business Plans | | | | | | | | | | | | | |
| Annual Review of Board Position; Policy and Procedures Manual | | | | | | | | | | | | | |
| Strategic Planning Meeting (Feb or Oct) | | | | | | | | | | | | | |
| Committees: | | | | | | | | | | | | | |
| Consumer Mktg. & Communications Comm. | | | | | | | | | | | | | |
| Research Subcommittee | | | | | | | | | | | | | |
| Formula 5 Subcommittee | | | | | | | | | | | | | |
| Annual Conference Planning Committee | | | | | | | | | | | | | |
| Donor Committee | | | | | | | | | | | | | |
| Task Force Work | | | | | | | | | | | | | |
| Ongoing business conference calls | | | | Mtg. | | | | | | | | | |
| Develop next year Annual Business Plan | | | | | | | | | | | | | |
| Financial Advisory Committee (work completed via conference calls) | | | | | | | | | | | | | |
| Send investments quarterly | | | | | | | | | | | | | |
| Review investments semi-annually | | | | | | | | | | | | | |
| Audit Subcommittee | | | | | | | | | | | | | |
| Selects Auditor (every 3 years) | | | | | | | | | | | | | |
| Fiscal Year 2012, 2015, 2018 | | | | | | | | | | | | | |
| Reviews/Approves auditor's report | | | | | | | | | | | | | |
| Nominating Committee | | | | | | | | | | | | | |
| Develop slate of Executive Committee Members | | | | | | | | | | | | | |

Legend: Mitg. – In person meeting
Yellow – Conference call

General Policies

1. Fresh, canned, frozen, dried, 100% juice:
 - a. Fruits and vegetables must always be positioned in such a way that maintains their integrity as nutritious foods.
 - b. Fresh, canned, frozen, dried, 100% juice are all included in the Fruits & Veggies—More Matters health initiative and should be stated in PBH nutrition policy statements.
2. Letter Sign-Ons:
 - a. PBH may support other Partner initiatives that promote increasing fruit and vegetable consumption if consistent with Foundation values, vision, and mission.
 - b. If there is any doubt, staff should consult with Executive Committee first.
3. Cross promotion Partners:
 - a. Food companies involved in cross promotions with PBH and Fruits & Veggies—More Matters must comply with the Products Promotable and Cross Promotion restrictions as outlined in the Fruits & Veggies—More Matters Guidebook.
 - b. Other non-food companies may be involved in cross promotions provided that the partnership effort supports the Foundation's values, vision, and mission.
4. Announcement of PBH-Developed Retail, Foodservice, or Cross-Promotion Marketing Opportunities:
 - a. General Information Sharing: Announcement about upcoming PBH promotions will be made on PBH Direct! and on PBH web site. Direct solicitation for funds does not occur, but those interested in learning more details about promotional opportunities can contact staff. (Examples: Sesame Street or Marvel Comic promotion opportunities.)
 - b. Connection of Cross Promotion Partners: Announcements about Fruits & Veggies—More Matters cross promotional partners interested in working with other cross promotional partners shall be made to board members first, and secondly to all members via web site and PBH Direct! Interested partners will be directed to contact staff. (Examples: salad dressing company looking to partner with a fruit/vegetable company.)
 - c. Direct Retail or Foodservice Promotion Solicitations: Solicitations for individual retail/operator (fee for service) promotions shall be made, at the direction of the retailer/operator, in this descending order of priority: by the retailer or foodservice operator to their vendors, by PBH to the retailer/operator's vendors, to PBH board members, to PBH general members, and then to non-members. Solicitations will be done individually either in person or by phone/e-mail/fax, not broadcast to the full board or on PBH Direct!
5. Working with Outside Promotions Agencies and Ad Agencies:
 - a. In an effort to increase exposure of Fruits & Veggies—More Matters in fruit and vegetable industry promotions, continue to encourage all members to include Fruits & Veggies—More Matters, with PBH oversight, in their promotional efforts. PBH review of materials for compliance to the license agreement (e.g. use of logo) is a member benefit. However, when review of materials for a particular promotion requires significant staff time (e.g. recipe analysis, health claim reviews), additional charges may be requested. Estimates would be provided prior to review.

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6. Media Sponsorships & Advertorials:
 - a. PBH may receive sponsorships for sections of its web site, newsletter, PBH Direct! and any future print or electronic publication provided that the sponsor either:
 - i. fits the Cross Promotion and/or Products Promotable Guidelines as outlined in the Fruits & Veggies—More Matters Guidebook if it is a food product, or
 - ii. if a non-food product, the sponsorship supports the Foundation’s values, vision, and mission
 - b. Corporate sponsor logos are allowed throughout the web site and as tasteful throughout other print or electronic materials.
 - c. PBH will not accept advertorials that, in PBH's opinion, are not factually accurate, in good taste, or may injure the good name and reputation of PBH. PBH maintains a clear separation between advertorial content and editorial content. Determination thereof is at the sole discretion of PBH.

 7. Fundraising:
 - a. Grant applications and sponsorship opportunities should support pre-approved annual and long-range goals. If in question, discuss with Executive Committee.
 - b. Major donors, in descending order, have first right of refusal to underwrite specific programs. If major donors are not interested in particular programs, then others can be approached. The sponsorships will be made available to Board members electronically with a 30 day period of time in which to commit to a sponsorship before non Board members may be asked to fill the sponsorship.
 - c. Fundraising cost not to exceed 25% of total contributions.
 - d. Maintain member and contributors records, comply with donor wishes or restrictions, and acknowledge all gifts in a timely fashion.
 - e. Must have Executive Committee approval prior to implementation of any new special event fundraising activity. Strive to manage events so that costs do not exceed 25% of total income from event.
 - f. Mailing list of names of donors/members cannot be sold or shared with others.

 8. Membership:
 - a. Membership payment reminder notices: Following three reminder notices and 90 days after membership has expired due to non-payment, a member shall be dropped.
 - b. The Fruits & Veggies—More Matters logo are a benefit of membership which is forfeited if annual membership is not renewed.
 - c. New license agreements are signed when a logo is altered or newly developed; otherwise once a license is signed it is valid as long as membership is current.
 - d. Fruits & Veggies—More Matters Cease and Desist: 120 days after membership has expired due to non-payment, a Fruits & Veggies—More Matters cease and desist letter shall be sent to the non-member.

 9. Use of Brand Images:
 - a. PBH will continue to aggressively encourage industry members and others to use the Fruits & Veggies—More Matters brand logo and messages in their marketing efforts following PBH approval (as agreed upon in the Fruits & Veggies—More Matters brand licensing agreement.)
 - b. PBH will not use brand images (e.g. logos, characters) of other food or marketing entities exclusively aligned with individual food companies in PBH materials (e.g. printed materials, websites, etc) if use of the brand precludes any PBH licensee in good standing from benefiting through the marketing of said brand. Use of said brand in PBH materials to show that the company has provided a contribution to support PBH activities (e.g. in-kind, cash,

sponsorship, or advertisement) is acceptable. When the situation is not clear-cut or obvious, it will be brought to the executive committee for review. When confidentiality is a high priority, PBH officers may review the situation first to determine if it should be brought to the full executive committee.

10. PR Guidelines:

- a. This document provides guidelines for PBH staff as they interact with trade and consumer media regarding the importance of including fruits and vegetables in a healthy diet, specifically with regard to how PBH staff should respond to media inquiries ranking fruits and vegetables based on their phytochemical content or antioxidant activity.
- b. PR Objectives: The objectives of all PBH public relations are to communicate the health benefits of fruits and vegetables, provide solutions for barriers to fruit and vegetable consumption, and position PBH as an expert resource for fruit and vegetable nutrition and usage information.
- c. Premise: The basis for PR messages is that all fruits and vegetables contribute to the healthfulness of the diet, and eating a wide variety of fruits and vegetables is the best way to maximize their health benefits because:
 - i. No limited assortment or individual fruit or vegetable can provide the health benefits that eating a wide variety of fruits and vegetables provides.
 - ii. There is a unique assortment of traditional nutrients, fiber, and phytochemicals in each type of fruit or vegetable.
 - iii. Phytochemicals and their interaction with vitamins, minerals, and fiber hold the promise of explaining the health benefits of fruits and vegetables beyond what is known about the health benefits of traditional nutrients and fiber.
 - iv. However, data on the content, modes of action, and effects of phytochemicals is still emerging and not as complete as the data for traditional nutrients.
- d. Overarching Message – The core messages of Fruits & Veggies—More Matters are:

New Positioning Statement

Make fruits and veggies about half of what you eat, every time you eat.

Support Messages

Better Health Options

- Combined with physical activity, eating the right amount of fruits and veggies can keep your family healthy and going strong.
- Every step taken towards eating more fruits and veggies and getting more physical activity helps families be at their best.

Good Nutrition

- Eating and drinking colorful fruits and veggies provides a natural variety of vitamins, minerals, phytonutrients and fiber that allow you to be your best every day.
- Eating fruits and veggies matters in maintaining a healthy weight and may reduce the risk of many diseases.
- Eating a colorful variety of fruits and veggies provides a wide range of valuable nutrients like fiber, vitamins and potassium.

Taste

- Fruits & veggies provide naturally flavorful tastes and textures that satisfy everyone's palate – alone or in recipes.

- Fruits and veggies provide the unrivaled combination of great taste and abundant variety in multiple product forms.

Simple To Do/Within Reach

- No points. No complex program. Fruits and veggies offer a great value – good for your budget, good for your body.
- All product forms count – fresh, frozen, canned, dried, and 100 percent juice.
 - e. Guidelines:
 - i. One of the overarching messages must be part of all communications with the media.
 - ii. Where federal guidelines exist for traditional nutrients, PBH may proactively place stories that are deemed newsworthy such as the role fruits and vegetables play in providing potassium, both as a class and citing the “good” and “excellent” sources of potassium.
 - iii. PBH may react to media inquiries regarding the health benefits of specific phytochemicals and identify the fruits and vegetables that contain the phytochemicals, provided PBH positions this information in the context of the overarching message and the premise upon which it is based.
 - iv. PBH may react to media inquiries that promote individual or groups of fruits and vegetables as most “nutritious,” but only to broaden the story by providing information based on the above premise, not to lend support to ranking of fruits and vegetables.
 - v. Inquiries regarding specific fruits and vegetables will be referred to industry members representing the commodity and PBH will promptly inform the industry member of the contact.

MEDIA INQUIRY FLOW CHART RELATED TO NUTRIENTS AND PHYTOCHEMICALS

| TOPICS | PBH MEDIA CONTACT | FLOW OF INFORMATION TO BE PROVIDED | INFORMATION NOT PROVIDED | DATA RESOURCES FOR THE MEDIA |
|---------------------------------------|--|---|--|---|
| Individual traditional nutrients | proactive reactive | <ul style="list-style-type: none"> overarching message reason to focus on nutrient availability of nutrient in f/v “good” and “excellent” sources of nutrient | <ul style="list-style-type: none"> rank-ordered list of f/v by content of nutrient | <ul style="list-style-type: none"> FDA nutrition labeling Dietary Guidelines report IOM DRI report |
| Individual phytochemicals | reactive | <ul style="list-style-type: none"> overarching message points 1 and 4 from premise overview of studies on the health benefits of the phytochemical f/v in alphabetical order that contain the phytochemical | <ul style="list-style-type: none"> rank-ordered list of f/v by specific amount of phytochemical | <ul style="list-style-type: none"> USDA National Nutrient Database for Standard Reference |
| ORAC | reactive | <ul style="list-style-type: none"> explain ORAC is a measure of a food’s antioxidant capabilities; based on serving size f/v contain vitamins, minerals, and phytochemicals that act as antioxidants antioxidants are just one facet of the health promoting properties of f/v | <ul style="list-style-type: none"> rank-ordered list of foods by ORAC score | <ul style="list-style-type: none"> USDA ORAC database |
| F/V ranked by nutritional superiority | reactive-only to broaden perspective to include the value of eating a variety of f/v | <ul style="list-style-type: none"> overarching message points 1-4 of premise recommended f/v servings serving size puts increased consumption in perspective | <ul style="list-style-type: none"> do not lend support to superiority of any set of f/v | |
| Specific fruits and vegetables | reactive | <ul style="list-style-type: none"> overarching message | | <ul style="list-style-type: none"> provide media with contact information of industry member representing the f/v; notify member |

PBH Financial Policies & Procedures

- I. Objective:** The objective of these financial policies and procedures is to provide consistent application of conduct and proper internal controls to safeguard Foundation assets while performing the duties as described in the Foundation's bylaws and constitution. To this end, all funds raised and dispersed in the name of PBH are within the acceptable practices of all 501 c(3) organizations.
- II. Budgetary Process:**
- A. **Initial Budget:** The budget for the Foundation fiscal year shall be initially generated by the staff and appropriate committees and presented to the Executive Committee as part of the annual plan at the fall executive committee meeting.
 - B. **Distribution:** Any Executive Committee changes to the budget and/or annual plan will be sent back to committees as appropriate.
 - C. **Budget Approval:** Final changes will be submitted to Executive Committee for approval prior to December 31.
- III. Management and Control:**
- A. **Accounts Payable:** The following procedures shall be followed when processing invoices payable by the Foundation.
 - a. On a weekly basis, finance staff shall identify those invoices which are payable and due and write the check covering the invoice.
 - b. Two signatures are preferred on all checks, but are required on all checks that are \$10,000 or more. Any denials will be determined by the President.
 - c. Copies of bank statements are reviewed by President prior to finance department review.
 - B. **Accounts Receivable:** The Foundation's Executive Office shall be responsible for receiving all revenues for the Foundation.
 - a. A second and final notice will be sent for any amounts not paid within thirty (30) days.
 - b. Individuals or businesses wishing to purchase supplies or services may do so by check, personal or business, by personal or business credit card, or by cash.
 - c. All cash remitted to the Foundation shall be recorded by the PBH headquarters immediately upon receipt.
 - d. All receivables remitted to the Foundation shall be deposited in the bank within two (2) business days of receipt at the PBH headquarters.
 - e. All checks shall be stamped endorsed with the account number of the Foundation and the words, "FOR DEPOSIT ONLY," upon receipt.
 - f. The Finance and/or Development staff will ensure that each receivable is identified and logged by General Ledger line code.
 - C. **Fiscal Year Closing:** The fiscal year begins on January 1 and ends on December 31.
 - a. The Finance Department shall close the books each month by the fifteenth (15th) of the following month. All financial statements shall be internally generated and a copy provided to the President no later than the 20th of each month. A copy of the financial statements shall be provided to the Secretary/Treasurer on a quarterly basis.
 - b. At the close of the year, the internally generated statement shall be available for distribution to the Financial Advisory Committee before 1st meeting of new fiscal year.
 - c. The President shall have the Foundation's financial records officially audited by a certified public accountant.
 - D. **Capitalization Policy:** Capitalization policy is \$1000 per asset.

IV. Board Member Financial Policies

When attending meetings, board members will be responsible for their own expenses, including travel, lodging, food and entertainment.

Board Members and Committee Chairs are expected to register and pay full fees for events in which they attend on business for the Foundation. Board Members and Committee Chairs are expected to pay related expenses for meal and break period functions if they do not attend educational events.

In the event the Board of Trustees approves exceptions to the above policy, the following rules will apply:

- a. Lodging will be booked at the facility where the function is held. The traveler is responsible for any amounts that exceed authorization.
- b. Expenses for rental cars will be reimbursed only when required by the Foundation. Midsized or smaller vehicle rental rates will be authorized for reimbursement.
- c. Telephone calls charged to the room are the responsibility of the traveler, unless related to the Foundation. Proof of relation may be required.
- d. Pay television will not be reimbursed by the Foundation.
- e. Individual meals will be reimbursed up to the following schedule upon presentation of valid receipt:
 - Breakfast \$12.00
 - Lunch \$18.00
 - Dinner \$22.00
- f. Air travel will not be reimbursed above coach class rates.
- g. Expenses for alcoholic beverages will not be reimbursed.
- h. The Foundation does not extend cash advances.
- i. All reimbursements will be verified by the President. Each receipt must be an original and specify each expense item in detail. Each traveler shall be expected to complete an approved travel and expense form with all receipts attached.

V. Code of Conduct for Produce for Better Health Foundation

- A. **Purpose:** Public trust and confidence is fundamental to purposes and objectives of the Produce for Better Health Foundation, and a prerequisite to its continued success.
 - To effectively satisfy the Foundations' commitments and obligations to improve the health of everyone, and to maintain trust and confidence, the Foundation, its volunteer leaders and employees must conduct ourselves and discharge our responsibilities to the Foundation with the highest standards of integrity and fair dealing.
 - This Code of Conduct is intended to help achieve these objectives by providing volunteers and employees with guidelines in making decisions which support the Foundation's commitment to these standards.

- B. **Policy:** It is the Foundation's policy that all connected with the Foundation conduct themselves in a truthful, honest and ethical manner with the highest standard of integrity and fair dealing. The following standards emphasize the Code's focus on compliance and appropriate conduct:
 - We will comply with applicable local, state and federal laws.
 - We will comply with applicable rules, regulations and standards governing the operation the Foundation,
 - We will avoid conflicts of interest or the appearance of conflicts of interest,
 - We will maintain accurate accounts, books and records

- C. **Conflict of Interest:** Annually, the Foundation's Officers and Executive Committee reviews the conflict of interest policy and completes an associated disclosure form.

- D. Use of Foundation Resources:** The best interests of the Foundation are served when its resources are used only for the benefit of the Foundation and its programs. It is the responsibility of all volunteers and employees to ensure Foundation assets and resources are safeguarded and not misused. Employees, directors and officers are expected to exercise reasonable judgment regarding the appropriateness of use of Foundation assets.
- E. Accuracy of Books and Records:** The Foundation maintains a system of internal controls which it believes provide reasonable assurance that the Foundation's assets are safeguarded and that transactions are properly executed and recorded in accordance with established procedures. It is the Foundation's policy that all transactions will be recorded in an accurate and timely manner and in accordance with established procedures. Deliberate falsification of Foundation records is strictly prohibited and subject to disciplinary action, up to and including termination.

Document retention and destruction policy:

The purpose of this policy is to: 1) provide a system for complying with document retention laws, 2) ensure that the organization retains valuable documents, 3) protect the organization against allegations of selective document destruction, and, 4) provide for routine destruction of non-business, superfluous, and outdated documents.

Documents that should be retained and the period of retention are in accordance with the Office of the Federal Register. In general, documents that are not subject to a retention requirement should be kept only long enough to accomplish the task for which they were generated.

- F. Whistleblower Policy:** The Foundation's Whistleblower policy is intended to encourage and enable individuals associated with PBH to raise serious concerns within the Organization prior to seeking resolution outside the organization and being free of retaliation. Dishonest, fraudulent and illegal activities will not be tolerated and will be dealt with severely. It is the responsibility of PBH officers, board of trustees and employees to report violations or suspected violations in accordance with the Foundation's Whistleblower policy. No officer, board of trustees or employee who in good faith reports such violations or suspected violations shall suffer harassment, retaliation or adverse employment consequence. The Chairman of the Board and the President will have overall responsibility for overseeing compliance with this policy and for the investigation of suspected dishonest or fraudulent activities. All officers and employees must be alert for dishonest, fraudulent and illegal activities. Such activities or irregularities may include, but are not limited to:
- Alteration or intentional misstatement of Foundation reports and records (including expense reports and purchasing activities),
 - Forgery or other unauthorized or improper alteration of checks, drafts and securities,
 - Any misappropriation of funds, supplies or other assets,
 - Any irregularity in the handling or reporting of monetary transactions,
 - Unauthorized disposal of Foundation assets, or
 - Any illegal act

In the event officers, board of trustees and/or employees are made aware of any of the above activities or other dishonest, fraudulent or illegal activities, they should immediately notify, as appropriate, the Chair, the President or their immediate supervisor. All such communications will be held in strict confidence. Upon learning of these matters, supervisors are responsible for immediately notifying the President and the Chairman of the Executive Committee. A summary of reports received under this policy will be communicated to the PBH Audit Committee.

G. Annual Reporting: Annually, in conjunction with the review by the Foundation's external auditor, the President should disclose compliance with this Code.

PBH Investment Policy

I. Introduction: This investment policy was adopted by the Board of Directors of Produce for Better Health Foundation (hereafter PBH) on March 16, 2015 as a revised set of guidelines for the management of various funds held by the organization. These policies supersede any and all prior actions regarding investment policies.

For the purposes of managing investment risk and to optimize investment returns within acceptable risk parameters, the following funds will be created and held as segregating funds by intended purpose:

- A. Operating Fund
- B. Reserve Fund

II. Procedures: The following procedures will be followed to ensure the investment policy statement is consistent with the mission of PBH and accurately reflects current financial conditions:

- A. The Financial Advisory Committee shall review this investment policy annually.
- B. The Financial Advisory Committee will recommend any changes in this policy to the Board of Directors.

III. Delegation of Authority: The Financial Advisory Committee is a fiduciary, and is responsible for directing and monitoring the investment management of the various fund assets on behalf of PBH. As such, the Financial Advisory Committee is authorized to delegate certain responsibilities to professional experts in various fields. These include, but are not limited to an Investment Management Consultant, Investment Manager and Custodian.

It is anticipated that the services of a registered investment manager will be retained to manage the Reserve Funds. The following procedure shall be followed to engage a new or replace a current investment manager:

- A. Management Staff and the Financial Advisory Committee will recommend the hiring or replacing of an investment manager to the Executive Committee.
- B. Management Staff and the Financial Advisory Committee will nominate prospective candidates and send a Request for Proposal to each candidate.
- C. Management Staff and the Financial Advisory Committee will review proposals and interview candidates to determine appropriate investment manager(s).
- D. The Financial Advisory Committee will make the hiring recommendation to the Executive Committee for their approval.

IV. Operating Fund

- A. **Purpose:** The purpose of the Operating Fund is to provide sufficient cash to meet the day-to-day financial obligations of PBH in a timely manner.
- B. **Investment Objectives:** The investment objectives of the Operating Fund are:
 - 1. Preservation of Capital;
 - 2. Liquidity; and

3. To optimize the investment return within the constraints above.
4. Limit balance to \$250,000 per institution in order to retain FDIC coverage.

C. Investment Guidelines:

1. **Allowable Investments:** The Management Staff will invest the PBH Operating Fund as follows:
 - a. Interest bearing Savings Account;
 - b. Money market funds; and/or
 - c. Checking accounts
2. **Maturity:** The maturities on investments for the Operating Fund shall be immediate.

V. Reserve Fund

- A. **Purpose:** The purpose of the Reserve Fund is to:
 1. Enhance the purchasing power of funds held for future expenditure;
 2. Maintain the financial stability; and
 3. Provide liquidity/cash as required.
- B. **Investment Objectives:** In order to meet its needs, the investment strategy of the Reserve Fund is to emphasize total return; that is, the aggregate return from capital appreciation and dividend and interest income. Specifically, the primary objective in the investment management of the Reserve Fund shall be:
 1. **Long-term growth of capital** – To emphasize the long-term growth of principal while avoiding excessive risk. Short-term volatility consistent with the volatility of a comparable market index is anticipated, though management should strive to contain it.
 2. **Preservation of purchasing power** – To achieve returns in excess of the rate of inflation plus spending over the investment time horizon in order to preserve purchasing power of PBH and its assets. Risk control is an important element in the investment of PBH's assets.
- C. **Investment Guidelines**
 1. **General Principles:**
 - a. Investments shall be made solely in the interest of PBH and Reserve Fund.
 - b. The assets shall be invested with care, skill, prudence, and diligence under the circumstances then prevailing that a prudent investor acting in like capacity and familiar with such matters would use in the investment of a like fund.
 - c. Investment of these funds shall be so diversified as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so.
 - d. Cash is to be employed productively at all times by investment in Short-term cash equivalents to provide safety, liquidity and return.
 2. **Specific Investment Goals:** The goal of the investment manager shall be to meet or exceed the blended market index selected and agreed upon by the Financial Advisory Committee that most closely corresponds to the general principles stated above.

Investment management of the assets of the Reserve Fund shall be in accordance with the following asset allocation guidelines:

| Asset Class | Minimum | Target | Maximum |
|------------------|---------|--------|---------|
| Equities | 55% | 60% | 65% |
| Fixed Income | 35% | 40% | 45% |
| Cash Equivalents | 0% | 0% | 5% |

The Financial Advisory Committee may employ investment managers whose investment disciplines require investment outside the established asset allocation guidelines. However, taken as a component of the aggregate portfolio, such disciplines must fit within the overall asset allocation guidelines established in this statement.

The Financial Advisory Committee will meet annually to monitor and reevaluate investment allocation in reference to the Reserve Fund Asset classes.

3. Allowable Assets: The Reserve Fund requires that all investment assets be invested in marketable securities, defined as securities that can be traded quickly and efficiently for the Reserve Fund, with minimal impact on market price. These include:

a. Cash Equivalents

- i. Treasury bills
- ii. Money market funds
- iii. Commercial paper
- iv. Banker's acceptances
- v. Repurchase agreements
- vi. Certificates of deposit

b. Fixed Income Securities

- i. U.S. Government and Agency securities
- ii. Corporate notes and bonds (investment grade, at least BBB)
- iii. Mortgage-backed bonds
- iv. Preferred stock

c. Equity Securities

- i. Common stocks
- ii. Convertible notes and bonds
- iii. Convertible preferred stocks
- iv. American Depository Receipts of non-US companies (ADRs)
- v. Real Estate Investment Trusts (REIT's)

d. Exchange Traded Funds (ETFs) that invest in securities as allowed in this statement

e. Mutual Funds that invest in securities as allowed in this statement. To ensure marketability and liquidity, equity investments shall be executed through nationally recognized exchanges such as the New York Stock Exchange, American Stock Exchange and NASDAQ.

4. Performance Reporting: The Reserve Fund will be evaluated at least semi-annually on a total return basis. The evaluation will be based on the stated investment goals. Comparisons will show results for the year-to-date. The report will be prepared by Management Staff and will be presented to the Financial Advisory Committee at least semiannually. The Financial Advisory Committee will present a report to the Board of Directors at least annually.