

California Center for Cooperative Development

# Agricultural Cooperative Directors & Executives Leadership Training

## Greetings Cooperative Leaders,

This year's program aims to provide the leaders of our farmer owned processing, marketing, and supply companies with the necessary tools to carry their cooperatives through uncertain times.

Now in our 10th year of providing this program, we realize that many of your cooperatives have fresh faces on your boards, and if you don't, you're looking to recruit people to take on a leadership role on your board. To support these new directors, staff, and even people you are considering nominating for a seat on the board, we're providing a track designed to help people feel more confident and comfortable in carrying out their duties. There are a wide set of experiences to share to make the exercises and case studies in the Governance portion of the session exciting, part of which includes defending 400 Tri Valley Growers members from creditors. Eric Krienert of Moss Adams is the lead trainer for the National Society of Accountants for Cooperatives, and as a tax advisor specializing in agricultural cooperatives, he also brings with him a set of real world experiences that will make learning about coop finance easy.



### Therese Tuttle

Therese is an attorney specializing in cooperative law and represented Tri Valley and Diamond Walnut growers. Prior to founding the firm, she worked for California Farmers Union



### Eric Krienert

Director of Agribusiness practice for Moss Adams and has practiced since 1997. He provides services to cooperatives related to patronage philosophy, equity planning, mergers and acquisitions, and joint ventures



### Brent Morrison

Founder and Principal of Morrison & Co. Brent was CFO of Sunsweet Growers and President of the Butte County Rice Growers Association

We recognize that even experienced board members and staff are continually growing in their positions, so we are providing an Advanced Track to support your efforts in providing critical guidance to your cooperative. These we've identified as the specialized work of the audit committee and the overall board's responsibilities in completing meaningful board and management evaluations. Brent Morrison, previously with special guests Donald Yee of Blue Diamond and K-Deep Dhaliwal of Moss Adams, will share their different points of view on Best Practices of Audit Committees, and Phil Kenkel will bring his experiences working with more than 100 cooperative boards in conducting board and management evaluations for your benefit.

We also continue the tradition of exploring successful and transformed cooperatives with their representatives. Dr. Boland brings 3 new case studies covering Organic Valley, National Grape (Welch's) and Calavo, the avocado cooperative that converted to publicly traded company, with a special focus on the fate of the original member-owners.

We hope you'll join us for another session.

Luis Sierra, CA Center for Cooperative Development



### Phil Kenkel

Dr. Kenkel is the Regents Professor of the Agricultural Economics Dept. at Oklahoma State University and holds the Bill Fitzwater Cooperative Chair.



### Michael Boland

Mike holds the Koller endowed Professorship in Agribusiness management at the University of Minnesota. Mike has taught governance, finance, and strategic thinking in boards of director leadership programs to more than 1,000 cooperative senior employees and directors

View full bios at:  
[www.cccd.coop/events](http://www.cccd.coop/events)

# Thursday, January 31st

## Track A

### Introduction to Cooperative Governance and Finance for New Directors and Staff

Therese Tuttle, Tuttle Law Group

Eric Krienert, Moss Adams

**I. What is a cooperative** and how is it different from an investor-oriented firm (IOF) from the perspective of the Board of Directors? Particular attention paid to equity redemption rights and creditor claims against the cooperative.

**II. Legal Duties of a Director** to the cooperative: This section will review all legal duties of a director, including discussion of State and Federal regulations and exemptions specific to cooperatives.

### III. Coop Finance and Tax

We introduce core cooperative finance concepts and provide guidance on reviewing financial and other measurements of performance and review what to do when financial performance is not in line with projections, including interaction with management and lenders.

### IV. Non-Legal Responsibilities of a Director in serving as a

**Board Member:** Best practices for efficient and effective directorship, including identifying Conflicts of Interest and managing Confidentiality.

## Track B

### Advanced Topics:

#### Board and Management Evaluation

with Dr. Phil Kenkel, University of Oklahoma

**The Aligned Board:** Introducing a road map for board improvement

**Board Evaluation:** Benefits of board evaluation, setting the scope of evaluations, evaluation methods, pitfalls, using the evaluation results, board evaluation ideas that work.

**CEO Evaluation:** The five dimensions of CEO performance to consider, structuring the evaluation process, the case for unlinking evaluation and compensation.

This session includes hands on activity for creating board and CEO evaluation systems and mini case studies "Is Our Board Dysfunctional?" and "Is Our CEO an Autocrat?"

#### Advanced Topics: Audit Committee Best Practices

with Brent Morrison and special guests

A panel consisting of an audit committee chairman, internal auditor, and external auditor will discuss:

- The audit committee's role and responsibilities including risk oversight
- Composition, recruitment, and operations
- Oversight of financial reporting
- Keys to audit committee effectiveness
- Working with management
- Oversight of external and internal auditors
- Interaction with the compensation committee

## Thursday Banquet Dinner Talk

with Daniel Sumner, UC Davis Agricultural Issues Center

### Trade Policy Turmoil and California Crops

California agricultural relies on shipments to the rest of the United States and exports to markets in the rest of the world. Recent trade policy turmoil has reduced access for those exports in several important markets and created uncertainty that have reduced commodity prices that reduce income prospects for farms all businesses engaged in agriculture. Recovery hinges on resolving some major issues soon and restoring the path towards more open international markets.

# Friday, February 1st

## Case Studies on Successes, Failures, and Transformations with Michael Boland

Dr. Boland and special guests representing current and past leaders of participating cooperatives share their experiences in anticipating and responding to changes in the economy, managing growth and change, and balancing members and their cooperatives' interests.

**Organic Valley (CROPP):** This case looks at the organic dairy industry and how the governance system operates for a national organic dairy cooperative with members in California.

**National Grape Cooperative (Welch's):** Welch Foods is the wholly owned subsidiary of the National Grape Cooperative. The National Grape board of directors and Welch Foods board of directors are quite different with the latter having management and outside directors on its board along with National Grape Cooperative directors. This case looks at the governance and history of these two organizations.

**Calavo:** This investor-benefit corporation demutualized from its cooperative structure in 2001. This case looks at that decision and its current outlook for avocado growers.

# Registration Form

## Agricultural Cooperative Directors and Executives Leadership Training

Sacramento Courtyard Marriott at Cal Expo 1782 Tribute Road  
 Sacramento, CA 93291  
 Jan 31 - Feb 1, 2019

### Thursday January 31st

#### Track 1

Introduction to Governance and Finance  
 for New or Prospective Directors and Staff

#### Track 2

Advanced Topics for Seasoned Directors  
 and Executives

### Friday February 1st

#### Single Track

Cooperative Successes and Transformations

**Cost:** *CCCD Members:* \$375- both days  
 \$225 - individual days  
*Non-Members:* \$450 - both days  
 \$275 - individual days

Hotel Reservation Phone: (916) 929-7900

Hotel rooms must be reserved by **January 7**  
 for special rate of **\$189** per night

Register online at: <http://cccd.coop/events>

Send scanned copy to [coops@cccd.coop](mailto:coops@cccd.coop) or fax to 530-297-1033

Organization:				
Name	Jan 31	Feb 1	Feb 1 Banquet Dinner: Add \$50	Subtotal
<b>*Late Fee - For registrations submitted after January 24, add \$50/person</b>				
<b>Total:</b>				

*In the event of circumstances beyond the control of CCCD, including but not limited to inclement weather, flight cancellations and delays which prevent a particular session to occur, CCCD will credit registrant with future Director and Executive Training program registration.*

CO-OP/ORGANIZATIONAL MEMBERSHIP (Based on Annual Revenue)

<\$3 Million: \$250     \$3 Million - \$99 Million: \$350     \$100 Million-\$999 Million: \$500     >\$1 Billion: \$750

SPECIAL COOPERATIVE MEMBERSHIP:     Champion: \$5,000     Cooperative Leader: \$3,000

Please make checks payable to CCCD and mail to  
 CCCD 979 F St. Suite A-1, Davis, CA 95616

Fax: 530-297-1033 | Phone: 530-297-1032 | [coops@cccd.coop](mailto:coops@cccd.coop)

*The California Center for Cooperative Development (CCCD) is a 501(c)(3) non-profit organization that promotes and supports the myriad of cooperatives in California with start-up and technical assistance. CCCD is supported by membership fees, donations, and project-related grants. Memberships sustain the Center and boosts CCCD's ability to fuel the development of new cooperatives. Members receive special discounts on conferences and services and access to outstanding publications. Your membership will be listed on-line and in our Annual Report. CCCD is an equal opportunity employer.*



# Agricultural Cooperative Directors and Executives Leadership Program

## What to Expect

**Day 1:**  
**Governance and Finance for New or Prospective Directors and Staff**  
Therese Tuttle, Tuttle Law Group  
Eric Krienert, Moss Adams

**Advanced Topics for Seasoned Directors and Executives**  
Brent Morrison, Morrison & Co.  
Phil Kenkel, Oklahoma State University

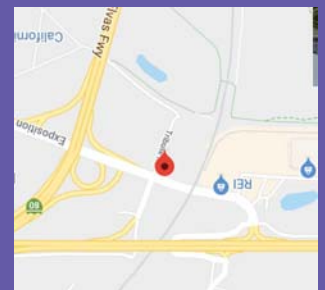
**Day 2:**  
**Cooperative Successes and Transformations**  
Michael Boland, University of Minnesota & Special Guests

## January 31st - February 1st

Join us in building on the educational programs we've provided to California Co-ops since 2008.



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Directors & Executives  
Leadership Program  
Jan 31 & Feb 1, 2019  
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Marriott at Cal Expo  
1782 Tribute Road  
Sacramento, CA 93291



Register Now

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