

# MSNA Policy Manual

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## MSNA Logo Use and Endorsement

The Minnesota School Nutrition Association (MSNA) does not permit its name, logo or written materials to be copied, republished, excerpted, hypertext-linked to a Web site, or otherwise used for any commercial purpose, including advertising, or to suggest any endorsement, affiliation or sponsorship of any third-party product or service, without the prior written permission of MSNA.

Accordingly, no entity or individual may, in any written, verbal or electronic communication, including but not limited to press releases, promotional materials, advertisements, articles, videotapes, emails, telephone calls or face-to-face discussions, state or imply in any way that MSNA has endorsed, recommended, approved, sponsored or taken any other position regarding any product or service without MSNA's prior written consent.

**Approved by MSNA Board of Directors: October 13, 2010**

## MSNA Member E-mail and mailing lists

It is the policy of MSNA not to disclose membership mailing information to anyone. Corporate members have access to the MSNA Director listing with membership in the association. MSNA does not send any email blasts that promote products or industry members.

## MN School Nutrition Association Website Policy

### Privacy Policy:

We respect and are committed to protecting your privacy. Please be assured that your information is kept strictly confidential and will not be shared with a third party.

### Security Policy

Your payment and personal information is always safe. Our Secure Sockets Layer (SSL) software is the industry standard and among the best software available today for secure commerce transactions. It encrypts all of your personal information, including credit card number, name, and address, so that it cannot be read over the internet. MSNA does not store any credit card information.

### Refund & Cancellation Policy:

All refunds will be provided as a credit to the credit card used at the time of purchase of conference registration or Industry membership. The deadline to receive a refund for your

conference registration is 30 days before the event. Registration cancellations received prior to the deadline may be eligible to receive a refund less a \$50.00 administrative service fee by notifying the MSNA office at 877-251-2344 or fax 320-251-2343. No refunds will be issued on cancellations 30 days before a conference or for no shows. All refunds will be issued 30 days after the conference has been completed.

## Event Policies & Waivers

### State Conference Exhibit Hall

The Minnesota School Nutrition Association's (MSNA) Annual State Conference and Exhibit Hall are open only to professionals (current or retired) working in school nutrition programs in the K-12 school foodservice segment, industry representatives serving that segment, and professionals administering child nutrition programs at the state and federal level. Registration is required for admittance. No one under the age of 16 is permitted on the exhibit hall floor at any time. MSNA reserves the right to exclude any unauthorized persons and persons whose conduct is inappropriate or interferes with any MSNA conference activity from the conference facilities, meeting rooms and Exhibit Hall.

### Access to meetings

MSNA is committed to enabling access to all meeting activities, including dietary restrictions, to the extent reasonably possible and as required by law. To discuss or notify MSNA about your access needs you will need to contact the MSNA office.

### Liability

Participation in MSNA's Annual State Conference may give rise to occasional instances of loss or injury. Except as may result from the deliberate actions of the Association, MSNA does not and cannot assume any liability for adverse reactions to food, beverages, physical conditions, products, machinery, or other individuals one may encounter while visiting the Exhibit Hall and participating in MSNA-related activities. Please inform the exhibiting company and/or MSNA staff if you have any dietary allergies or restrictions. They will make every reasonable effort to identify ingredients that may cause allergic reactions for those individuals with known food allergies or affect restricted diets. However, because of the number of different ingredients and menu items made available throughout the Exhibit Hall and at various MSNA activities, and the individual nature of allergic reactions, it cannot be guaranteed that every allergen or restricted dietary ingredient in foods or beverages available for consumption will be identified and labeled. Consumers who are concerned with food allergies or dietary restrictions must be aware of this risk and attendance at the MSNA state conference constitutes an agreement to waive and release any claims against MSNA, its employees, members and representatives arising from allergic conditions or dietary restrictions.

### Media-Promotional Access

Attendance at the MSNA State Annual Conference or any MSNA Conference constitutes an agreement by the registrant for MSNA to take and use photos, video and audio tapes in public

spaces during the conference and related events. MSNA may make photographs, videos or recordings of conference events, which may include the likeness or participation of attendees, and reproduce them in future educational, news or promotional materials, whether in print, electronic or other media, including the MSNA website and its social media channels.

Attendance at the MSNA Conferences constitutes a waiver and release any claims against MSNA and its employees, members, and representatives, as well as granting MSNA permission to make, use, and distribute such items, without payment or compensation.

# Conflict of Interest Policy

## Policy

It shall be the policy of the Minnesota School Nutrition Association (MSNA), that no member, while serving the Association in a leadership capacity, either as an Officer, Executive Board Member, or Committee Chair will take personal advantage of his or her leadership role by allowing a situation to exist that may be construed as a conflict of interest situation.

## Purpose

It has been the intent of the Minnesota School Nutrition Association, since its inception to carry on its activities in accordance with the highest ethical standards. Adoption of this Policy by the MSNA Executive Board is, therefore, a reaffirmation of MSNA's intent that all Board Members, Officers, and Committee Chairs holding elected or appointed leadership positions practice the highest ethical standards and give undivided loyalty to MSNA and its goals. Any activities which do not serve the best interest of MSNA or which favor the personal advantage of another person or corporation are inconsistent with the duties and responsibilities owed to MSNA

## Practice/Procedure

1. All Board Members, Officers, and Committee Chairs shall scrupulously avoid any conflict between their respective individual interests and the interests of the MSNA, in any and all actions taken by them on behalf of MSNA in their respective capacities.
2. Conflicts of interest would include, but not be limited to, direct financial or close personal interests in a company or product which could be affected by a decision of a Board, Committee, or other Association governing body on which the Leader serves; acceptance of any gift, entertainment, services, loans, or promises of future benefits from any person or organization that might benefit because of the Leader's connection with MSNA (note: this does not apply to gifts and/or similar entertainment of nominal value); and compensation in the form of fees or salaries if such payment is affected directly or indirectly by the Leader's work with the Association (note: MSNA is not critical of such interests; it merely requests that Leaders disqualify themselves from direct service to the Association if they have such interests.)
3. Annually, at the fall meeting of the Executive Board and Committees, all Officers, Directors and Committee Chairs shall disclose any direct or indirect relationships with organizations, either for-profit or not-for-profit, that may, during their term of office, be involved with the Association in a formal capacity. Examples of such relationships may include, but not be limited to, employer-employee relationships, governance relationships, contractor-contractee relationships, etc. All Leaders of the Association shall refrain from accepting, during their term of office, any form of compensation from MSNA or one of its units (Chapter, Committees, etc.) for any purpose whatsoever,

including, but not limited to fees for course instruction; fees for consulting; salaries for work-for-hire; scholarships; and monetary or other awards (except in the case of awards specifically intended for active Leaders.)

4. In the event any Leader of MSNA may stand to derive a personal gain or benefit from a transaction with MSNA, or shall have any direct or indirect interest in or relationship with any individual or organization (i) which proposes to enter into any transaction with MSNA for the sale, purchase, lease or rental of property; or (ii) which proposes to render or employ services, personal or otherwise, to MSNA; or (iii) which may be seen as competing with the interests or concerns of MSNA; such Leader shall forthwith give the Executive Board of MSNA notice of such interest or relationship and shall, therefore, refrain from voting or otherwise attempting to affect any decision for MSNA to participate or not to participate in such transaction and the manner of terms of such participation. Minutes of appropriate meetings should reflect that such disclosure was made, and that such Officer or Board Member abstained from voting and absented him or herself from the final review and vote on the matter.
5. Product endorsements shall not be made by Executive Board members nor shall an Officer or Board Member of MSNA appear in any advertisements or industry articles featuring endorsement of any product, company, service or industry-contributed articles featuring endorsement of any product, company service or industry during their term of office. Executive Board members should refrain from appearing in industry advertisements/ promotions and should never work in an exhibitor booth during any MSNA meeting.
6. Executive Board members should not serve on advisory boards that have publications, trade shows or other events that compete with MSNA for advertisers, exhibitors or sponsors. Industry that supports MSNA often requests Executive Board members to participate in advisory boards, focus groups, and/or to attend or speak at annual sales meetings, etc. Participation in these activities, however, is not considered a conflict of interest.

*\*A copy of this policy shall appear in the orientation materials for newly elected Executive Board members and be shared with the Nominating Committee for distribution to all prospective candidates. An Executive Board member having questions about a potential conflict of interest should confer with the Executive Committee.*

*This Policy shall be reviewed periodically for the information and guidance of all individuals who serve the Association in a leadership capacity. The Industry member, sitting on the MSNA Board of Directors, will use the Industry Conflict of Interest Policy as guidance.*

# Potential Conflicts of Interest

## Executive Board Member Statement Regarding

- Confidentiality
- Competition
- Disclosure

I have been elected and/or appointed to serve on the Executive Board of the Minnesota School Nutrition Association (MSNA).

I understand that my sources of income and financial interests and/or my business dealings with MSNA may create a conflict of interest or apparent conflict of interest.

I understand that as an Executive Board member that I cannot endorse a product(s) of one of our industry partners nor shall I appear in any advertisements or industry articles featuring endorsement of any product, company, service or industry-contributed articles featuring endorsement of any product, company service or industry during my term of office. As an Officer or Board Member of MSNA, I shall refrain from appearing in industry advertisements/promotions and never work in an exhibitor booth during any MSNA meeting.

I agree not to serve on advisory boards that have publications, trade shows or other events that compete with MSNA for advertisers, exhibitors, or sponsors.

I agree to disclose any significant source of income or other financial interest I or an immediate family member has which may be directly or indirectly affected by a decision of MSNA and/or its Executive Board, and/or any significant interest I or an immediate family member has in an organization which MSNA is dealing or with which it is considering conducting business, either at the time of my appointment (or when this policy is implemented) or when that information is relevant to matters under consideration by the Executive Board on which I serve.

I agree that if my income or other financial interest may be directly or indirectly affected by an action or decision of MSNA or its Executive Board, or my interest involves an organization with which MSNA is dealing or considering dealing, I will not vote on the transaction under consideration and will excuse myself from the meeting while the matter is under consideration unless the remaining Executive Board members request that I participate in the discussion.

I understand that it is my responsibility to update this information if there are changes in the sources of my income, my other financial interests, organizations with which MSNA is considering business, and/or the impact of MSNA's actions may have on these interests.

I further understand that the information that I provide in this statement may be provided to other members of the Executive Board and/or officers of MSNA.

I further understand that in the course of my duties on the Executive Board, I will have access to confidential information about MSNA's operations. I agree that during and after my service on the Board, I will not disclose any such information to any person or entity, other than the officers, agents and employees of MSNA, except as the MSNA specifically authorizes or directs me in writing. I will observe any requirements or procedures that MSNA may require for the protection of the confidentiality of such information. I understand that any questions as to what information is confidential will be referred to, and resolved by, the President of the Association.

Date:

Signature:

# Conflict of Interest Policy for Industry Representative

## Policy

It shall be the policy of the Minnesota School Nutrition Association (MSNA) that no member, while serving the Association in a leadership capacity, either as an Officer, a Director, Committee Chair, Committee Member or in another type of leadership capacity, will take personal advantage of his or her leadership role by allowing a situation to exist that may be construed as a conflict of interest.

## Intent

It has been the intent of the MN School Nutrition Association, since its inception to carry on its activities in accordance with the highest ethical standards. Adoption of this policy by the MSNA Executive Board is, therefore, a reaffirmation of MSNA's intent that all Officers, Directors, Committee Chairs, Committee Members and other members holding elected or appointed leadership positions practice the highest ethical standards and give undivided loyalty to MSNA and its goals. Any activities which do not serve the best interest of MSNA or which favor the personal advantage of another person or corporation are inconsistent with the duties and responsibilities owed to MSNA.

## Conflict

It is therefore resolved that:

1. The Industry Representative on the MSNA Board shall scrupulously avoid any conflict between their respective individual interests and the interests of MSNA, in any and all actions taken by them on behalf of MSNA in their respective capacities.
2. The Industry Representative shall refrain from accepting, during their term of office, any form of compensation from MSNA or one of its units (Chapters, committees, etc.) for any purpose whatsoever, including, but not limited to fees for course instruction; fees for consulting; salaries for work-for-hire; scholarships; and monetary or other awards (except in the case of awards specifically intended for active Leaders.)
3. In the event the Industry Representative may stand to derive a personal gain or benefit from a transaction with MSNA, or shall have any direct or indirect interest in a relationship with any individual or organization (i) which proposes to enter into any transaction with MSNA for the sale, purchase, lease or rental of property; or (ii) which proposes to render or employ services, personal or otherwise, to MSNA; or (iii) which may be seen as competing with the interests or concerns of MSNA; such as Leader shall forthwith give the Board of Directors of the MN School Nutrition Association notice of such interest or relationship and shall, therefore, refrain from voting or otherwise attempting to affect any decision for MSNA to participate or not to participate in such

transaction and the manner of terms of such transaction. Minutes of appropriate meetings should reflect that such disclosure was made, and that such Officer or Director abstained from voting and absented him or herself from the final review and vote on the matter

A copy of this industry designate policy shall appear in the orientation for the newly elected industry designate Board members and be shared with the Nominating Committee for distribution to all prospective candidates. A Board of Directors member having questions about a potential conflict of interest should confer with the Ethics committee that is appointed annually. The current policy shall be included in the MSNA Policy and Procedure Manuals.

### Confidentiality

It is understood that in the course of my duties on the Executive Board, I will have access to confidential information about MSNA's operations. I agree that during and after my service on the Board, I will not disclose any such information to any person or entity, other than the officers, agents and employees of MSNA, except as the MSNA specifically authorizes or directs me in writing. I will observe any requirements or procedures that MSNA may require for the protection of the confidentiality of such information. I understand that any questions as to what information is confidential will be referred to, and resolved by, the President of the Association.

This policy shall be reviewed periodically for the information and guidance of all individuals who serve the Association in a leadership capacity.

Date:

Signature:

# Whistle Blower Policy Board of Directors

## General

The Minnesota School Nutrition Association's (MSNA) Standards of Business Conduct ("Standards") for the MSNA Board of Directors requires members of the Board to observe high standards of business and personal ethics in the conduct of their duties. As representatives of MSNA, they are expected to practice honesty and integrity in fulfilling their MSNA responsibilities and to comply with all applicable laws and regulations.

## Reporting Responsibility

It is the responsibility of all directors and officers to comply with the Standards and to report violations or suspected violations in accordance with this Whistleblower Policy.

## No Retaliation

No director or officer who in good faith reports a violation of the Standards shall suffer harassment or retaliation. This Whistleblower Policy is intended to encourage and enable directors, officers, and others to raise serious concerns within MSNA prior to seeking resolution outside MSNA.

## Reporting Violations

Suspected violations of the Standards should be reported to the MSNA Secretary/Treasurer, who has specific and exclusive responsibility to investigate all reported violations. Violations must be submitted in writing and should include as much detail and documentation as possible to facilitate an investigation.

## Reporting Individual

The MSNA Secretary/Treasurer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Standards. At his/her discretion, the MSNA Secretary/Treasurer shall advise the Executive Director and/or the Audit Committee. As chair of the Audit Committee, the MSNA Secretary/Treasurer has direct access to the Audit Committee of the Board of Directors and is required to report to the Audit Committee at least annually on compliance activity.

## Accounting and Auditing Matters

The Audit Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Secretary/Treasurer shall immediately notify the Audit Committee of any such complaint and work with the committee until the matter is resolved.

## Acting In Good Faith

Anyone reporting a violation, or a suspected violation of the Standards must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Anyone submitting allegations that prove not to be substantiated, prove to have been made

maliciously, or prove to have been made with knowledge that they were false, will be regarded as having committed a serious offense.

### Confidentiality

Violations or suspected violations may be submitted on a confidential basis or may be submitted anonymously to the MSNA Secretary/Treasurer by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### Handling of Reporting Violations

The MSNA Secretary/Treasurer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

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*The National Council of Nonprofit Associations (NCNA) is the network of state and regional nonprofit associations serving over 22,000 members in 46 states and the District of Columbia. NCNA links local organizations to a national audience through state associations and helps small and mid-sized nonprofits: manage and lead more effectively; collaborate and exchange solutions; save money through group buying opportunities; engage in critical policy issues affecting the sector; and achieve greater impact in their communities.*

Approved: 10/25/2012

**BOARD OF DIRECTORS**  
**MINNESOTA SCHOOL NUTRITION ASSOCIATION**

# Antitrust Policy Guideline

## Introduction

The Minnesota School Nutrition Association and its affiliated foundations have a policy of strict compliance with federal and state antitrust laws. All MSNA members are expected to adhere strictly to the policy not only at formal MSNA meetings but also in informal contacts with other industry members and communications with the public. This Antitrust Policy Guideline has been developed to provide a general overview of the antitrust laws as applied to trade associations and to assist members in conducting MSNA-related activities in conformity with those laws.

## Guidelines

These guidelines are intended to: (1) prevent the occurrence of an actual antitrust violation in the course of MSNA activities, and (2) prevent inadvertent conduct which might give the appearance of an antitrust violation to someone unfamiliar with MSNA's nature and purposes. They are designed to protect you, your employer and MSNA from any accusation of wrongdoing arising out of your participation in MSNA activities.

Accomplishment of these objectives is everyone's responsibility. We urge you to keep this document handy, and to refer to it whenever you have any question about the antitrust implications of any activity you might undertake under the auspices of MSNA. We also urge you to advise your colleagues at work of MSNA's comprehensive antitrust compliance program, so that you can count on their continued support in your MSNA activities.

## Overview of the Antitrust Laws

There are four principal federal antitrust laws:

- The Sherman Act prohibits agreements that unreasonably restrain competition and monopolizing, or attempting to monopolize, a market through unfair means.
- The Clayton Act prohibits certain specific types of conduct, such as specific exclusive dealing and "tying" arrangements, certain mergers that may harm competition, and certain interlocking corporate directorates.
- The Federal Trade Commission Act generally prohibits the same practices barred by the Sherman and Clayton Act, and also prohibits practices that are unfair and deceptive, such as making false or misleading claims about a product or service.
- The Robinson-Patman Act prohibits price discrimination against customers and certain other kinds of discriminatory practices, such as discriminatory promotional allowances and unlawful brokerage payments.
- In addition, the Hart-Scott-Rodino Antitrust Improvements Act regulates mergers.

Every state of the United States has some form of antitrust law as well, which is usually interpreted and applied similarly to the federal laws (although some state laws have unique provisions, particularly in the area of unfair competition). Activities in the United States and other countries also may violate antitrust laws of foreign countries.

### Enforcement and Penalties

The consequences for violating the antitrust laws can be severe, including stiff fines and treble damages assessed on the association and its leaders, jail sentences for individuals who participated in the violation, and/or a court order dissolving the association or seriously curtailing its activities. The antitrust laws can be enforced by government agencies such as the U.S. Department of Justice, the FTC and state attorney general's offices. Private parties such as competitors and consumers who are harmed by the anticompetitive conduct of others may bring suit for violations and might recover three times the amount of damages suffered, plus the costs of bringing suit including attorneys' fees.

In addition to the Association's firm commitment to the principle of competition served by the antitrust laws, the penalties which may be imposed upon both the Association and its individual members and affiliated corporate and other organizations involved in any violation of the antitrust laws are so severe that good business judgment demands that every effort be made to avoid any such violation. Certain violations of the Sherman Antitrust Act, such as price-fixing, are felony crimes for which individuals may be imprisoned for up to three (3) years or fined up to \$350,000, or both, and corporations can be fined up to \$10 million for each offense. In addition, treble damage claims by private parties (including class actions) for antitrust violations are extremely expensive to litigate and can result in judgments of a magnitude which could destroy the Association and seriously affect the financial interests of its members.

It is the responsibility of every member of MSNA to be guided by MSNA's policy of strict compliance with the antitrust laws in all MSNA activities. It shall be the special responsibility of committee chairmen, Association officers, and officers of regional and local affiliates to ensure that this policy is known and adhered to in the course of activities pursued under their leadership.

### General Antitrust Guidelines

While the antitrust laws apply to all business, there are several types of activities that are particularly relevant to professional and trade associations.

#### Price-Fixing

Any agreement among competitors to raise, lower or stabilize prices is unlawful, even if the agreed-upon price is reasonable, and even if the agreement is never put into effect. Details like credit terms, discounts, and warranties are elements of price. Competitors may be charged with illegal price fixing if they discuss general pricing ranges or policies because these discussions may have an impact on actual price quotations. At no time shall any discussion or agreement among members take place regarding product prices, price changes, or any other subjects bearing on product pricing.

## Agreement to Divide Customers or Territory

Territorial or market allocation involves an agreement among competitors operating at the same level of the market structure—such as manufacturers, distributors, etc.—to divide the market in such a way as to allow each party to the agreement to serve its share of the market without competition from the others. An agreement among members of an association to divide customers or markets is an antitrust violation. The antitrust laws expressly prohibit any understanding or agreement between competitors or members of an association involving division or allocation of customers or territory. Even an informal agreement whereby one member agrees to stay out of another's territory will constitute a violation of the antitrust laws.

## Group Boycotts

A collective refusal by otherwise competing companies to deal with some third party, sometimes called a “group boycott,” raises serious antitrust concerns. It is dangerous for one company to agree with another company that neither one will do business with a particular supplier or customer, nor that they will do business only with certain suppliers or customers or only on certain terms and conditions.

## Membership Restrictions

As a general rule, any company that meets the criteria for membership and pays the applicable dues should be admitted, and allowed to remain, as a member. Considerations such as competitive concerns, commercial disputes, or personal animosity should not be a basis for denying or revoking membership. A professional association is not a social club. Denial of, or expulsion from, membership may constitute a restraint of trade because it could limit the ability of the applicant or nonmember to compete in the industry or pursue his or her vocation.

## Product Standards

Many associations develop standards related to product manufacture, performance or compatibility. These standards must be prepared through a consensus process that is balanced and allows for participation by all interested parties. These standards must be based on technical, engineering, and safety factors. Whether a member chooses to offer products in conformance with any standard shall be a voluntary decision.

## Educational Presentations

Discussions at educational presentations should be limited to objectives that promote overall industry or consumer welfare. Written outlines and handout materials for presentations involving antitrust-sensitive topics should be reviewed by counsel prior to distribution and use.

## Codes of Ethics

Associations may develop a code of ethics or business practices, and membership in the association may be contingent upon adherence to such rules. However, a code or similar document may not unlawfully regulate legitimate business practices, such as advertising that is

not false or misleading, competing with other association members, or offering products or services at reduced prices. Any enforcement process must be fair and nondiscriminatory.

### Public Policy Advocacy

Legislative activity, litigation in the courts, and proceedings before administrative bodies intended to influence government policy do not generally violate the antitrust laws. However, "sham" lobbying intended to exclude competitors may be illegal.

### Industry Statistics

The compilation and distribution of industry data on various topics is one of the most valuable services that an association can provide. These programs should be administered by the association to ensure that reports consist of data in composite form and the information submitted by specific member companies is not revealed. Statistical programs also may not be used as a means of fixing prices, allocating production, or otherwise restraining trade.

### Association Meetings

To minimize the possibility of antitrust problems at association gatherings, specific guidelines set forth in this document should be followed at all meetings of the Board of Directors and committees, as well as all association-sponsored conventions, trade shows, training seminars, conferences, and task force and working group sessions.

## General Rules of Antitrust Compliance

The following rules are applicable to all MSNA-related activities and must be observed in all situations and under all circumstances without exception or qualification other than as noted below.

1. Neither MSNA nor any committee, local organization or activity of MSNA shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among competitors with regard to prices, terms or conditions of sale, distribution, volume of production, territories or customers.
2. No MSNA activity or communication shall include discussion for any purpose or in any fashion of prices or pricing methods, production quotas or other limitations on either the timing or volume of production or sale, or allocation of territories or customers.
3. No MSNA committee or local organization shall undertake any activity which involves exchange or collection and dissemination among competitors of any information regarding prices or pricing methods.
4. No MSNA committee or local organization should undertake the collection of individual firm cost data, or the dissemination of any compilation of such data, without prior

approval from legal counsel provided by the Association of a written program and procedure for collection and interpretation of such data.

5. No MSNA activity should involve any discussion of costs, or any exchange of cost information, for the purpose or with the probable effect of (a) increasing, maintaining or stabilizing prices; or (b) reducing competition in the marketplace with respect to the range or quality of products or services offered.
6. No discussion of costs should be undertaken in connection with any MSNA activity for the purpose or with the probable effect of promoting agreement among competing firms with respect to their selection of products for purchase, their choice of suppliers, or the prices they will pay for supplies.
7. Scientific or educational papers published by or in connection with MSNA or presented in connection with MSNA programs may refer to costs, provided such references are not accompanied by any suggestion, express or implied, to the effect that prices should be adjusted or maintained in order to reflect such costs. All papers containing cost information must be reviewed by MSNA legal counsel for possible antitrust implications prior to publication or presentation.
8. Authors of conference papers shall be informed of MSNA's antitrust policy and the need to comply therewith in the preparation and presentation of their papers.
9. No MSNA activity or communication shall include any discussion which might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services, or to prevent any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely in the market.
10. No person shall be unreasonably excluded from participation in any MSNA activity, committee or local organization where such exclusion may impair such person's ability to compete effectively or pursue their livelihood in the school food industry.
11. Neither MSNA nor any committee or local organization shall make any effort to bring about the standardization of any product for the purpose or with the effect of preventing the manufacture or sale of any product not conforming to a specified standard.
12. No MSNA activity or communication shall include any discussion which might be construed as an agreement or understanding to refrain from purchasing any raw material, equipment, services or other supplies from any supplier.
13. Committee chairmen shall prepare meeting agendas in advance and forward the agendas to MSNA headquarters for review prior to their meetings. Minutes of such meetings shall

not be distributed until they are reviewed for antitrust implications by MSNA officers.

14. All members are expected to comply with these guidelines and MSNA's antitrust policy in informal discussions at the site of a MSNA meeting, but beyond the control of its chairman, as well as in formal MSNA activities.
15. Any company which believes that it may be or has been unfairly placed at a competitive disadvantage as a result of a MSNA activity should so notify the MSNA member responsible for the activity, who in turn should immediately notify MSNA headquarters. If its complaint is not resolved by the responsible MSNA member, the company should notify MSNA headquarters directly. MSNA headquarters and appropriate committee officers or chairpersons will then review and attempt to resolve the complaint. In time critical situations, the company may contact MSNA headquarters directly.

### Recommendations for the Selection of Speakers (and Sponsorships)

MSNA technical sessions at conferences and seminars are not designed to be sales forums; they are designed to provide a forum for the exchange of technical information. Nevertheless, employees of industry suppliers are sometimes asked to participate as speakers or panelists because of their knowledge and experience.

Participation on the program of a conference or seminar may be viewed by suppliers as a significant competitive opportunity, and the favoring of some suppliers over others can give rise to antitrust problems. The exclusion of a supplier from a panel or program will not be considered an antitrust violation unless it constitutes an unreasonable restraint on competition. The key to "reasonableness" in this area is fair-minded decision making based upon objective criteria.

In order to be fair to all suppliers and to avoid a charge of acting unreasonably to deprive any supplier or a significant competitive opportunity, MSNA session developers should in all cases observe the *following guidelines*:

1. No speaker should be chosen with the intent to afford his company a competitive advantage, and no speaker should be excluded with the intent to deny any company a competitive opportunity.
2. Speakers should be chosen individually on the basis of objective criteria reasonably related to the educational purpose of the session, such as technical knowledge, experience, professional reputation, and effectiveness as a speaker.
3. The criteria to be used in selecting speakers should be established prior to the actual selection of speakers.

4. Supplier participation should be planned so as to minimize any competitive advantage which might arise from participation in a MSNA activity.
5. Consideration should be given by session developers to all available methods for equalizing the competitive opportunity among suppliers. The same rules and considerations apply to all sponsorships and other collaborative efforts with school food industry suppliers and manufacturers.

### Document Retention

MSNA has a document retention policy that should be followed at all times. One aspect of this policy is that miscellaneous collections of papers, correspondence and notes should be promptly discarded in accordance with the policy after they have served their purpose.

### Apparent Authority and Appearances

Only persons specifically authorized by MSNA may author or distribute communications (including interviews and press statements) on MSNA's behalf. In any case, please think carefully about how your communications with members, school food industry competitors, school officials and the public may be perceived, not just how they are intended. All communications in whatever form, including blogs, text messages and e-mails, issued in connection with MSNA activities should be written carefully and clearly so that they cannot be misinterpreted and reviewed by the Executive Director, Executive Committee and Public Relations Firm.

### Requests for Information/Investigations

Should you receive a request for information about MSNA or for any documentation or information under MSNA's control from a government agency, private attorney, or other nonmember, formal or informal, written or oral, make no substantive response before consulting with MSNA legal counsel.

### "When in Doubt . . . "

MSNA legal counsel should be consulted prior to any discussion of actions which could raise antitrust risks, or which seem in any way to be questionable or out of the ordinary. It is always better to ask first.

# Investment Policy

## Purpose

This statement of investment policy was adopted by the MSNA Executive Board to provide for the creation of, and guidelines for, the management of various funds held by the organization. These policies supersede any and all prior actions regarding investments. MSNA's reserves should balance the Association's need to provide funds for maintaining operations during times of financial or other stress.

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 separate investment pools.

- "Operating Fund" (Checking Account)
- "Short-term Reserve Fund"
- "Long-term Reserve Fund"

## Procedures

1. The following procedures will be followed to ensure the investment policy statement is consistent with MSNA's mission and accurately reflects current financial conditions:
  - a. The Finance Committee will review this investment policy annually.
  - b. The Finance Committee will recommend any changes in this policy to the Executive Board.
2. The following procedures will be used to determine dollar amounts to be placed in each of the various funds.
  - a. The Secretary/Treasurer will recommend to the Finance Committee the dollar amounts to be held in the Operating Fund, the Short-Term Reserve Fund and the Long-Term Reserve Fund.

## Delegation of Authority

The Finance Committee is responsible for directing and monitoring the MSNA investments. As such, the Finance Committee is authorized to delegate certain responsibilities to professional experts in the investment field.

The services of a registered investment/financial advisor through MSNA's current bank will be used to manage the Funds.

## Operating Fund

The purpose of the Operating Fund (i.e. Checking Account) is to allow for sufficient cash to be held in the account to meet the day-to-day financial obligations of MSNA in a timely manner.

These funds are not intended for short-term or long-term investing.

## Short-Term Reserve Fund

### Purpose

The purpose of the Short-term Reserve Fund is to meet the expenses occurring as a result of unanticipated activities and to improve the return on the funds held for expenditure for up to five years.

The investment objectives of the Short-term Reserve Fund are:

- Preservation of principal;
- Liquidity; and
- To optimize the investment returns within the constraints above.

The investment/financial advisor, with approval of the Secretary/Treasurer and the Executive Director, will invest in the Short-term Fund recommended by the current investment advisor approved by the Board.

The Short-term Fund will have a weighted average maturity of three years or less. The maximum maturity will be five years.

## Long-Term Reserve Fund

### Purpose

The purpose of the Long-term Reserve Fund is to provide a more secure long-term investment for MSNA. The assets of the Long-term Reserve Fund will be managed in such a way as to align with MSNA's goals and objectives as outlined by the Executive Board. Expenditure of the principal is Board-designated. Also, at the direction of the Executive Board, up to 100% of the yearly total return may be utilized for association expenses, unless restricted by the Executive Board.

In order to meet its needs, the investment strategy of the Long-term Reserve Fund is to emphasize total return; that is, aggregate return from principal appreciation, dividends and interest income.

The primary objective will be 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 the investment advisor should strive to contain it.

### General Principles

1. MSNA will engage an investment/financial advisor to attain the Fund's objectives.
2. Investments will be made solely in the interest of MSNA and the Long-term Reserve Fund.

3. The assets will 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.
4. Investment of these funds will be so diversified as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so.

### Specific Investment Goals

Goals will be recommended by the investment advisor and approved by the Finance Committee.

### Reporting

The Secretary/Treasurer will prepare the following reports for all Funds for presentation to the Executive Board at all board meetings to include:

1. Schedule of investments that includes schedule of performance since purchase or last five years.
2. Interest income year to date:
3. Current yield of each Fund.

# Record Retention Policy

## Record Retention and Document Destruction Policy

The Minnesota School Nutrition Association (MSNA) shall retain records for the period of their immediate or current use, unless longer retention is necessary for historical reference or to comply with contractual or legal requirements. Records and documents outlined in this policy includes paper, electronic files (including e-mail) and voicemail records regardless of where the document is stored, including network servers, desktop or laptop computers and handheld computers and other wireless devices with text messaging capabilities.

In accordance with 18 U.S.C. Section 1519 and the Sarbanes Oxley Act, an organization shall not knowingly destroy a document with the intent to obstruct or influence an "investigation or proper administration of any matter within the jurisdiction of any department/agency of the United States . . . or in relation to or contemplation of such matter or case." If an official investigation is underway or even suspected, document purging must stop in order to avoid criminal obstruction.

In order to eliminate accidental or innocent destruction, MSNA has the following document retention requirements:

### MSNA Records Retention Schedule

	<b>Retention Period</b>
Accident reports and claims (settled cases).....	20 years
Accounts payable ledgers and schedules.....	7 years
Accounts receivable ledgers and schedules.....	7 years
Audit reports of accountants.....	Permanently
Bank reconciliations.....	3 years
Capital stock and bond records; ledgers; transfer registers; stubs showing issues; record of interest coupons; options; etc.....	Permanently
Cash books.....	Permanently
Charts of accounts.....	Permanently

Checks (canceled but see exception below).....	7 years
Checks (canceled for important payments, i.e., taxes, purchases of property; special contracts; etc. Checks should be filed with the papers pertaining to the underlying transaction.).....	Permanently
Contracts and leases (expired).....	7 years
Contracts and leases still in effect.....	Permanently
Correspondence (routine) with members, customers, or vendors.....	2 years
Correspondence (general).....	3 years
Correspondence (legal and important matters only).....	Permanently
Deeds, mortgages, and bills of sale.....	Permanently
Depreciation schedules.....	Permanently
Duplicate deposit slips.....	5 years
Employee personnel records (after termination).....	Permanently
Expense analyses and expense distribution schedules.....	7 years
Financial statements (end-of-year, other months optional).....	Permanently
General and private ledgers (and end-of-year trial balances).....	Permanently
Insurance policies (expired).....	3 years
Insurance records, current accident reports, claims, policies, etc.....	Permanently
Internal audit reports (in some situations, longer retention periods may be desirable).....	3 years
Inventories of products, materials and supplies.....	7 years
Invoices to members and customers.....	7 years
Invoices from vendors.....	7 years

Journals.....	Permanently
Membership applications.....	3 years
Minutes of directors and committees, including by-laws and charter.....	Permanently
Notes receivable ledgers and schedules.....	7 years
Payroll records and summaries, including payments to pensioners.....	Permanently
Petty cash vouchers.....	3 years
Physical inventory tags.....	3 years
Plant cost ledgers.....	7 years
Property appraisals by outside appraisers.....	Permanently
Property records, including: costs; depreciation reserves; end of year trials balances; depreciation schedules; blueprints and plans.....	Permanently
Purchase orders (except purchasing department copy).....	7 years
Receiving sheets.....	2 years
Requisitions.....	2 years
Sales records.....	7 years
Scrap and salvage records (inventories, sales, etc.).....	7 years
Stock and bond certificates (canceled).....	7 years
Subsidiary ledgers.....	7 years
Tax returns and worksheets; revenue agents' reports and other documents relating to determination of income tax liability.....	Permanently
Time books.....	7 years
Trademark registrations.....	Permanently
Voucher register and schedules.....	7 years

Vouchers for payments to vendors, employees, etc. (Includes:  
allowances and reimbursement of employees, officers, etc.,  
for travel and entertainment expenses.)..... 7 years

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The National Council of Nonprofit Associations (NCNA) is the network of state and regional nonprofit associations serving over 22,000 members in 46 states and the District of Columbia. NCNA links local organizations to a national audience through state associations and helps small and mid-sized nonprofits: manage and lead more effectively; collaborate and exchange solutions; save money through group buying opportunities; engage in critical policy issues affecting the sector; and achieve greater impact in their communities.

**Approved: October 25, 2012;**

**Maintained (10/8/15)**

BOARD OF DIRECTORS

Minnesota School Nutrition Association

# Travel and Reimbursement Guidelines

## Important Information

These guidelines cover direct reimbursements for the MSNA Board and association members when traveling or doing work on behalf of the association. (see state/national travel conference chart)

1. It is expected that board and association members represent the association in a professional manner at all times and that pertinent sessions of reimbursed conferences are attended. Exceptions should be discussed or approved by the President or designee. It is also a MSNA expectation that travelers who request travel reimbursement (ie: mileage, meals and etc.) agree that they will not seek duplicate reimbursement from place of employment.
2. Prior to scheduling travel all participants will be given a copy of these guidelines by the MSNA Executive Director to acknowledge, sign and submit to MSNA office. MSNA Executive Director will communicate with traveler prior to making travel arrangements.
3. There will be NO reimbursement for:
  - a. Alcohol
  - b. Mini-bar items
  - c. Tours
  - d. Taxi for shopping
  - e. Personal items.
4. Original receipts are required for all items requested for reimbursement and must be attached to Expense Reimbursement form. (Form must be completely filled out)
5. Reimbursement forms must be submitted to MSNA Executive Director within 15 days of return from travel.
  - a. Faxed forms can only be used for mileage reimbursement.
  - b. Late submissions may require executive board approval
6. MSNA Executive Director or other Executive Board members have the authority to request additional supporting documentation for any questionable reimbursement.

# Travel-Mileage-Airfare

## For Executive Board Members and Committee Members

1. The MSNA Executive Director will make all travel arrangements only for those traveling on preauthorized MSNA business.
  - a. Flights will be purchased at coach air fare rate.
  - b. Transportation to and from the airport, airport parking and transfer fees (ie: shuttle, taxi) are allowable expenses for reimbursement.
  - c. Any additional costs incurred with changes in travel plans are at the individual's expense.
2. When using a car to travel on association business ( ie: MSNA Board meetings, committee meetings or chapter installations -if not reimbursed by the chapter) or to MSNA or SNA events, the automobile mileage will be reimbursed at the current federal mileage reimbursement rate or at the rate of the lowest available airfare, whichever is less.
  - a. The current mileage rate can be viewed at [www.gsa.gov](http://www.gsa.gov).
  - b. Parking fees for said events will be reimbursed. Must have receipt of payment.
3. Any conference paid by MSNA will be attended for the entire duration of conference.

## Mileage for Committee Members

1. When using a car to travel to committee meetings the automobile mileage will be reimbursed at the current federal mileage reimbursement rate. The current mileage rate can be viewed at [www.gsa.gov](http://www.gsa.gov).
  - a. Parking fees for said events will be reimbursed.
  - b. It is strongly recommended that committee members carpool to meetings.

## Lodging

1. Lodging for pre-authorized MSNA events will be booked at standard room rates by MSNA Executive Director.
2. Based on lodging/conference chart, Executive Board, Committee Chairs and preauthorized MSNA members (Future Leaders) will receive a private hotel room.

## Meals

1. Reimbursement for meals shall be limited to \$55 per day for a full day of attendance or participation. No reimbursement for meals that are supplied with the conference.
2. Meals (with gratuity if applicable) shall be reimbursed pursuant to actual expenses.
3. Such expenses for alcoholic beverages are specifically non-reimbursable.
4. All meal receipts must accompany request for payment.
5. No funds will be allocated in advance.

For a partial day of attendance, travel days, or functions where meals are provided, these guidelines will be followed:

Breakfast      \$10.00

Lunch            \$15.00

Dinner           \$30.00

- If you leave after the normal breakfast hour, you are eligible for lunch and dinner reimbursement, if it is not provided by the event you are attending.
    - Example: You are leaving at 9 a.m. to travel to a conference where dinner is served but not lunch, please request reimbursement for lunch up to \$15.
  - If you leave after the normal lunch hour, you are eligible for dinner reimbursement, if it is not provided by the event you are attending.
    - Example: You must be at the airport at 11 a.m., please request reimbursement for lunch and dinner.
6. Request for meal reimbursement must be added to the Expense Reimbursement form.

## State Conferences-Travel Expenses

MSNA covers the conference registration fee, lodging, mileage as noted below.

Key: M-Mileage H-Hotel R-Registration

Conferences	M/H/R	M/H/R	M/H/R	M/H/R	M/H/R	M/H/R
Annual Conference		Skills Camp	SNIP	Legislative	Chapter Leadership	Nutrition
President	M/H/R	M/H/R	M/H/R	M/H/R	M/H/R	M/H/R
President Elect	M/H/R		M/H/R	M/H/R	M/H/R	
Vice President	M/H/R		M/H/R			
Sec/Finance	M/H/R		M/H/R			
Nutrition Chair	M/H/R					M/H/R
Member Service Chair	M/H/R				M/H/R	
Public Policy Chair	M/H/R			M/H/R		
Education Chair	M/H/R	M/H/R				
Industry Chair	M/H/R		M/H/R			
Executive Director	M/H/R	M/H/R	M/H/R	M/H/R	M/H/R	M/H/R
Conference Chair/Co Chairs	M/H/R	M/H/R	M/H/R	N/A	N/A	M/H/R
Committee Members	R	R	R	R	N/A	R

## National Conferences-Travel Expenses

MSNA covers the conference registration fee, lodging, airfare, mileage parking and transfer fee and meals for the following Board members:

SNA Legislative (LAC)	President President Elect Public Policy Chair Executive Director
SNA Leadership	President Elect Vice President Secretary/Treasurer Executive Director *Future Leader (in even years)
Midwest Regional Leadership Seminar	Vice President Member Services Chair (*Once per 2-year term-1 <sup>st</sup> year on board) Education Chair (*Once per 2-year term-1 <sup>st</sup> year on board) Nutrition Chair (*Once per 2-year term-1 <sup>st</sup> year on board)
ANC	President President Elect
State Executive Director's Conference	Executive Director