



## NHMPA Special Meeting Minutes Monday, June 12, 2023 ▪ 7 pm via Zoom

**Board members present:** Doug Byam, Kelly Byam, Charlie Hunt, Dave Kemp, John Kenney, Kate Stanley, Will Streeter, Stephanie Kelly (MAC), and Kate Ziehm (MAC)

**Board members absent:** Chris Olsen

**Guests present:** Adam Boltik, NH Office of International Commerce

Acting President Morning Ag Clips (Stephanie Kelly) called the meeting to order at 7:08 pm. Stephanie presented some guidelines for the meeting given the increased number of attendees. Kate Z said she appreciates everyone taking time to come. There are going to be some very charged topics, but the main goal to remember is that we're all here because we care about the maple industry in New Hampshire. Please be respectful in responses and maintain good communication.

### **Old Business**

Kate Z introduced Adam Boltik, Program Manager for the Office of International Commerce: Adam wants to be available to answer any questions the Association has. Adam sees the grant as an opportunity for the state to provide for more opportunities for members and nonmembers. The state cannot do the work without the help of the Association. Benefits and resources need to be spread throughout the whole industry, which requires the help of the Association. The grant will allow the state to reach small producers - anyone who is willing to take on the responsibilities of the work. Adam summarized what the grant contains: his office is managing it (rather than Department of Ag) because of the



international component. There are opportunities in Canada and Mexico. There are areas with high demand where people are willing to pay more. New Hampshire maple has a great story to tell, which allows for premium pricing. Grant components: (1) Supporting marketing: developing marketing materials to be distributed to members and nonmembers - banner ads, videos, photos, etc. (2) Research project highlighting the strengths of the maple industry in NH - how producers respond to weather, what makes NH unique, identifying key international markets and how to get products from small and medium producers to those markets. (3) Take producers to some of the international markets/events to sell New Hampshire maple. Adam's office needs the Association's support to make the contacts to get the product. Adam understands the concerns about the administrative load required by the grant - the Association can do it directly or not but still reap the benefits of more views, more hits, more interest, higher price for product. The grant was awarded to the state of New Hampshire, not the Association. Will said the contract the Board was given to approve was lacking information - who pays tariffs, no guarantees, etc., but the Board is not against the project. Stephanie said the contract the Board saw was the contract for FEAST Global, not the actual grant agreement. Adam said the State would partner with the Association and another contractor, FEAST Global, who has done this type of work before. They helped guide the writing of the grant. FEAST Global would help take the burden off the producers by providing guidance about tariffs, travel, shipping, etc. The items in the grant need to be done, but the Association could use a different contractor other than FEAST Global. Andy responded to Will by saying Will is a new Board member who has an obligation to become educated about what happened before he was on the Board. Darrell asked about the website - Stephanie let him know that this grant would not cover the website, but there is a new grant application for the website that was submitted 2 weeks ago. Doug said his concern was about the Association not



having the manpower to do the work so knowing the Department of Ag could help changes what was known. Doug said some Board members felt like they were being blindsided. Adam added to the discussion about the website - USDA said it was a great idea but could not make the change to the existing grant. Adam said he appreciates Doug's comments and is happy to take the blame - it is new and different, and there was always a plan not to burden the Association. Barb Patch said Adam spoke at the Winter Meeting so she knew about the grant and what it entailed but asked about the definitions of "small" and "medium" producers. Adam said there has always been a desire to focus on small and medium producers, and USDA agreed. This is also why the Association is needed because it's pretty easy to identify the state's large producers, but it can be tougher to identify the small and medium producers. There will be surveys and regular interactions with participants to change the work accordingly to make sure the largest number of small and medium producers are benefiting from the grant. Barb asked for clarification of the definition of small and medium - Adam said that's why the Association is needed - to benefit the industry, as many producers as possible. Alisha said she doesn't like controversy - she likes when people get along. As someone who has worked closely with Andy and served on the Board, she plans to remain and be engaged and help where she can. Alisha cares about branding New Hampshire Maple, so what can be done to make the Association gain relevance? What will benefit everyone? The grant is an amazing way to move the Association forward, although working out the logistics will be tough. If the Association is going to move forward into the future and have any chance of fulfilling its objectives [Alisha read Article II, Mission and Goals, from the NHMPA Bylaws], this grant helps to achieve those objectives even though this is different from how the Association used to be, the history of the Association, etc. The grant would benefit all producers. Alisha is hoping the Association can move forward with the grant and with Andy. It is the responsibility of

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Board members to educate themselves about things they don't know. Dave Fuller said he and Patty have experience with a value-added producer grant almost as large as this. Initially it was unclear and scary, but USDA and the company administering the grant answered questions and took care of their concerns. Will dropped off a copy of the contract for Dave to read, and Patty read it. Dave said nothing about it raised any flags for them; FEAST Global is going to get a lot of money and they are going to do a lot of work for New Hampshire Maple. Also nobody has a good crop every year, so there will be a cooperative movement to pool syrup so orders can be filled. If you create a higher demand for syrup, then the price goes up. Dave Kemp said Kelly Byam has some information to share: Kelly said she looked at membership numbers quickly and these numbers are very rough - of 370 paid members, there are eight with more than 10,000 taps, 40 with more than 2,500 taps (including the eight already counted), 313 with fewer than 2,500 taps, including 270 with fewer than 1,000 taps. Darrell asked what happens when this money runs out - will there be more money available? Adam said there is potential for other grants once this grant is finished. There is no guarantee, but it is for maple so we might as well bring it to New Hampshire and make it work for the industry at large. Another potential path is to promote New Hampshire Maple as a brand but the State could subcontract with another party so the Association does not have to do any of the administration. Kate S said there might be some misconception about what was voted on; the Board voted on the contract with FEAST Global. The Board should not have been expected to read back through all of the old minutes - they should have been given more information if their support was wanted. Darrell said take the money and try to work through the problems; consider forming a committee and ask Dave Fuller to sit on it with a few other members. Dave Kemp confirmed that Darrell was talking about Dave Fuller. The Board came up with a position statement: The NHMPA Board of Directors met on Thursday evening June 8th and during the course of



the meeting voted unanimously to not accept President Andrew Chisholm's proposal to accept Acer Grant. The board had various independent reasons for turning down the grant and has been publicly maligned for doing so. The following is a unified compilation of several of those reasons:

- a. The Grant, in the approximate amount of \$380,000, could only directly impact Seal of Quality members. There are only 43 Seal of Quality Producers in the state, and not all are NHMPA members. It is unknown how many would pursue SOQ for this grant fulfillment.
- b. How many, if any, have surplus syrup for sale in the amount required to satisfy the grant - the association encompasses many small/mid-size producers.
- c. The association does not have manpower enough to facilitate the time commitment required of the grant.
- d. No changes in the 10-page contract agreement would be allowed, and no legal review of the contract would be conducted as it was not required as the grant is administered by the FDA and they would oversee it.

These are the primary, but not the only reasons the board rejected the grant. We felt our duty was to look out for the welfare of the entire membership, not just a select few.

Dave Fuller said this is an opportunity to forward the Association - personalities get involved, which is unfortunate, but it happens. He is willing to participate on a committee if they meet on Zoom. Dave Fuller said, "We don't know what the impact will be - what is being asked for, what is the demand. Why would we turn down an opportunity to increase sales when we don't know what the opportunity is? As far as FEAST Global getting a large chunk of money, they are going to do most of the work. I am not a Seal of Quality participant, but I can get certified. This is a tremendous opportunity to put New Hampshire



Maple a little further ahead.” Deb Locke asked via chat if we turn down this grant, how would it impact future grants? Adam said the Department of Ag would probably take a second look at future grant applications to see if the Association is really ready - probably not disqualifying but just harder to get in the future. Darrell said Kelly probably has an updated number on Seal of Quality producers. [From Kelly: There are 40 Seal of Quality producers, and not all of them are members of the Association.] Darrell said years ago, certification was just done automatically. It’s probably hard for small producers to get it done since it’s done during sugaring season. John said, “I have some grant experience; some grants are “points” based and you get more points if you’ve had a grant in the past. Also this is a super huge opportunity for every producer in the state since it’s putting New Hampshire Maple on the map. Everyone will benefit if they are Seal of Quality certified or not. Might get people to want to get certified.” Chris Hicks said he finally got Seal of Quality certified - had to do it to sell at the Fairs. Chris said, “Small or medium producers need to decide if they want a chunk of this grant. It may benefit some of the bigger producers in the beginning, but it can benefit everyone. Producers have to decide what’s right for them - grow into it or not. It’s short-sighted to everyone if they don’t get the chance.” Will said he likes and appreciates everyone’s comments. He would vote to reconsider the vote they took last week. Alisha said the Association has been nearly single-handedly run by Andy over the last few years - if he’s not there, then who will it be? Alisha can attest to how much work it takes. Kelly asked if Adam can elaborate on what administration is actually required of the Association since the Association does not have the manpower. Kelly said the vote was not a personal affront and there were definitely misunderstandings on the vote. Adam said if the Association moved forward with its original (maximum) involvement, the Association would help with information collection for monitoring and reporting to USDA (Adam will do reporting) - who is seeing increased sales etc., contract management. Andy said he has

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met with Adam several times over the last 15 months to discuss how the work would get done. Andy said much of the work would have fallen on his shoulders since there is not a lot of engagement from membership, but he was willing to take on a lot of the work himself, including working with FEAST Global. John asked if Andy is still willing to be involved. Andy said he resigned and doesn't think he can unresign. Andy said he would be willing to help, but he does not have much confidence in this Board or think the Board would go down the right path. Will said the President has authority but is supposed to make decisions with approval from the Board. Doug said he doesn't think there are enough participating people to do this without Andy. Without Andy on board, why are we bringing this up? Doug said the Board voted it down based on the information they had. Adam said the issue was brought back up so Adam has a clear understanding of what the Board and the Association wants. Adam laid out the options: (1) Move ahead as originally anticipated with the Association handling administration of the grant, (2) The Association is part of the work but someone else does the administration, or (3) The Association can say they don't want to be involved at all - thanks but no thanks. Darrell asked if the discussion could be had at the Summer Meeting. Kate S reiterated that the Board voted down the contract with FEAST Global, not the contract. Could Adam help the Board get up to speed? This IS an amazing opportunity for the industry. Mike asked when the Department of Ag needs to know for sure. Adam said he can go back to USDA and find out, but his office can't do the grant work without the Association. Andy said the grant was not awarded to the Association, but Andy helped Adam write the grant. Adam had asked Andy if the Association would be willing to help collaborate on spending the funds. Will made a motion for the Board to reconsider their stance on the vote they took last week if they can get more information; second by Doug. Doug asked Will to revise the motion; Will rescinded the motion. Motion by Kate S to reconsider the level of the Association's involvement in the BEA grant; second by Will.



Motion carried. Adam will find out from USDA how much time the Board has to review the needed information. The Board will discuss the issue at the Summer Meeting on Saturday June 24. Stephanie will share the contract with the Board. Kate Z recommended a meeting with FEAST Global before the Summer Meeting on June 24 - she will reach out to Marianna to see about having a meeting next Monday June 19 at 7 pm.

- e. Discuss/determine USDA grant administrator and next steps - see above.

### **New Business**

- a. Accept resignation of Andrew Chisholm - Stephanie said there is nothing in the Association's Bylaws about anyone resigning from office. John asked if Andy's resignation is declined, does that mean he stays as President? Kate Z said it's up to the Board to discuss what that means. Kate S said she's not sure she would be comfortable working with Andy considering how they have been spoken about and to; Kate S made a motion to accept Andy's resignation with regrets; second by Doug. Motion failed. John asked Andy if he would be willing to stay on as President; Andy said he will if the Board will continue to work with him the way they have in the past. Andy said he has worked to support the producers. He would like the latitude to make changes to the Bylaws, and he would like to request the resignation of Kate S from the Board. One of the changes he would like to make to the Bylaws is for Board members to be able to sell their products at the Fairs. John made a motion to ask Andy to stay on as President; second by Will. Kate S said Andy needs to explain his condition for her to resign; Kate S said she will not resign. John asked if there is a way they can work together. Andy said Kate S made comments that he thought were inappropriate; Kate S disagreed and said Andy misquoted her. Kate S is willing to put





her differences aside and move forward for the good of the organization; John is willing to help mediate. John asked Andy if he would be willing to work focused on the future with Kate S on the Board; Andy said he is torn. John asked Andy if he wants to see the things he started get finished. Andy said he's putting the Association in a position to be very successful, but it's all on his back. Andy doesn't feel that the current Board of Directors is set up for success so it's best for him not to return. Andy said the motion the Board made to reconsider was idiotic; he said these decisions are short-sighted, and he will not lead the Association. Motion by Kelly to accept Andy's resignation with a second by Charlie; motion carried.

- b. Elect interim President - Someone on the Board can be nominated, or an Association member can nominate another member to join the Board, and then that person could be voted on by the Board; it is the Board who elects officers. This term is for the remainder of Andy's unfinished term through January 2024. Alisha Powell was nominated, but she said she can't bring to the table what Andy can bring - she is a good helper but not a good leader. Alisha said she does not see how things will pan out without his leadership. Doug asked if Dave Kemp is exempt from this; Dave said he is. Darrell asked if John or Will would be Interim President. Both John and Will said they do not have the time. John said he is willing to help, but they need a full slate of Directors too. Darrell told John he has the MAC team and Dave to help him. Doug and Kelly both said no. Kate S said no. Will would be willing to help John as Vice President. Motion by Kelly with a second by Charlie to elect John as Interim President and Will as Interim Vice President; motion carried; John and Will abstained from the vote.
- c. Booth at the Big E - John said he volunteered to help in the booth last year but not many volunteers were needed; the Farm Champions women's group is paid to staff



the booth; someone from the Association will need to bring product. John said he is willing to truck product to The Big E. Andy listed the members who helped last year; Alisha helped on cleanup day. Lynn helped with setup about 2-3 days before The Big E started. John asked Andy if he would want to be on the Board; Andy respectfully declined.

- d. Response to Commissioner Jasper re: website grant: Commissioner Jasper sent a lengthy email but specifically asked about the website grant; the Association Board should respond about their intention with that grant. Will noted that the Association could also comment on the discussion around the Acer grant. Andy said he will not accept responsibility for the grant as he had discussed with Josh. Kate Z and Stephanie said MAC would take care of the tracking and monitoring that the grant will require, and they will ensure the application materials do not have Andy's name on them. Motion by Will with a second by Kate to move forward with the grant for the Association's website with no responsibility in the hands of Andy Chisholm; motion carried.
- e. Andy congratulated John on his new position with the Association. June 14 the Association President is invited to Washington DC to represent New Hampshire Maple through Senator Shaheen's office.

Motion to adjourn by Doug with a second by Will; motion carried.

Meeting adjourned 9:49 pm.