

Monsanto

FROM (NAME & LOCATION)

C. O. Hoyer, St. Louis, Mo.

TE

February 29, 1968

CC:

SUBJECT

REFERENCE

TO : HOLDERS OF THE MANAGEMENT GUIDE

Attached are updated pages for your copy of the Management Guide. A summary of these changes follows:

C-I-5 & 6

The Corporate Development Committee has absorbed the functions of the Technical Committee. The Technical Committee no longer exists.

C-I-7 & 8

Auditing Committee functions revised to include review of company's internal auditing programs and procedures with the president annually. Also Dr. C. A. Thomas has been appointed to the Committee with Fredrick M. Eaton designated chairman.

On C-I-8 the function of Governmental Affairs Committee has been added.

C-I-9 & 10

Housing Committee deleted.

C-I-11 & 12

Mr. Edward A. O'Neal no longer serves as a member of the Project Performance Committee.

C-I-15

DELETE New Ventures Committee. This committee no longer exists.

C-II-3 & 4

Chairman of the Board position description has been updated to reflect the Corporate Development Committee and to eliminate reference to committees which no longer exist.

C-II-5 & 6

President's position description revised to reflect recent Board resolutions and committee changes.

C-II-7 & 8

"Secretary, Executive Committee" added to Assistant to the President position title.

C-II-9 & 10

New position description for Assistant to the President, Corporate Development Committee. DELETE the existing pages C-II-9 & 10 dated 5/67, Vice President, Operations.

C-II-11 & 12

Position description for Senior Vice President, Operations revised to reflect the Corporate Development Committee membership and page number change. DELETE page C-II-11 & 12 dated 2/66, Vice President for worldwide marketing activities.

C-II-13 & 14

Updated position description for Vice President, Marketing. DELETE page C-II-13 & 14 dated 5/67, Vice President of international activities.

C-II-15 & 16

Updated position description for Vice President, International. DELETE page C-II-15 & 16 dated 2/66, Vice President of administration, control and service functions.

C-II-17 & 18

Position description for Vice President, Administration updated. DELETE page C-II-17 & 18; dated 2/66, Vice President (Regional).

C-II-19 & 20

New position description for Vice President, Technology.

C-II-21

New position description for Vice President, Finance.

C-II-23 & 24

Page number change only for Vice President (Regional) position description.

C-II-25, 26 & 27

Page number change only.

NOTE: DELETE pages C-II-24, 25 & 26 dated 3/67.

C-III-29 & 30

Revised position description for General Manager, International Division.

C-III 32 & 33

New position description for General Manager, New Enterprise Division.

C-IV-1

Revised to correct typographical error.

C-IV-4 & 5

Position description for the Controller revised to show change in reporting.

C-IV-9 & 10

Director of Central Engineering position description revised to delete membership on the Technical Committee.

C-IV-13, 14 & 15

Position description for Director of Central Personnel revised to delete supervision of methods and procedures activities function and to add corporate policy on equal employment opportunity plans and programs. Also adds housing and employee relocation activities.

C-IV-19 & 20

Revised position description for Director of Central Research Department.

C-IV-23 & 24

DELETE position description for Director of Central Planning, Evaluation and New Ventures dated 8/66.

C-IV-23 & 24

New position description for Director, Central Planning and Evaluation.

C-IV-26 & 27

Director of "Central" Distribution position description revised to reflect change in name throughout.

C-IV-30, 31 & 32

Position description for General Counsel and Director of Law Department revised to change reporting.

C-IV-34 & 35

Position description for Secretary, Monsanto Company revised to show additional duties of corporate security.

C-IV-42 & 43

Revised position description for Director of Advertising and Market Development.

C-IV-46 & 47

New position description for Director, Governmental and Civic Affairs.

C-IV-53 & 54

Position description for Director of Patent Department revised to reflect change in reporting.

C-IV-56, 57 & 58

Position description for Director of Public Relations revised to show change in reporting, change in services for various publications and reflect membership on Governmental Affairs Committee.

C-IV-61 & 62

Position description for Director of Purchasing revised to show change in contract limitations.

C-IV-65, 66, 67, 68 & 69

Position description for Treasurer revised to reflect relationship with Vice President, Finance.


C. O. Hoyer

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COMPANY

14. Recommends to the Board of Directors payment of dividends and conditions thereof.
15. Recommends action to the Board of Directors regarding salaries for corporate officers.
16. Regularly reports its actions and proceedings to the Board of Directors.

FINANCE COMMITTEE

Charles Allen Thomas, Chairman	
Dillon Anderson	Edward A. O'Neal
David R. Calhoun	Edgar M. Queeny
Fredrick M. Eaton	James S. Rockefeller
Herbert Hoover Jr.	Charles H. Sommer

Finis Morgan, Secretary

BUDGET COMMITTEE

Reports to: President

FUNCTIONS

1. Assists the president in developing and implementing the company budgetary control plan.
2. Provides assistance in the preparation of overall budget objectives and desired budget limitations.
3. Reviews, recommends changes and approves proposed budgets in the light of budgetary objectives and limitations.
4. Carries out other assignments regarding the corporate budget as may be delegated by the president.

BUDGET COMMITTEE

Charles H. Sommer, Chairman	
Edward J. Bock	John L. Gillis
John L. Christian	Edward A. O'Neal

Francis A. Stroble, Secretary

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CORPORATE DEVELOPMENT COMMITTEE

Reports to: President

FUNCTIONS

1. Under delegation from the president, the Corporate Development Committee and its members share the authority of the chief executive officer for company-wide growth. It serves as the focal point in an advisory capacity for corporate development and growth efforts. Assists the president in the implementation of responsibilities for short- and long-range development planning.
2. Recommends to the president basic growth objectives and growth policies to guide industrial development actions.
3. Develops and reviews broad company-wide corporate development procedures including guidelines for project selection by divisions and central departments, type of information to be presented in business plans, and criteria for project endorsement by the Corporate Development Committee.
4. Analyzes regularly the corporate position in the existing world economy and defines key issues crucial to the company's long term profit growth.
5. Prepares, and renews annually, a ten-year plan with alternates for the corporation to channel company resources toward achievement of established growth objectives.
6. Reviews the growth plans prepared by the divisions and central departments, subsidiaries, associated and other companies; where necessary recommends to the president modification to ensure agreement with established corporate growth objectives.
7. Reviews in detail and recommends action to the president on the entire program, operating budget, and profit objectives of the New Enterprise Division.
8. Advises the president on corporate organization structure needed in light of established growth objectives and related growth plans.
9. Ensures provision of opportunities within the company for encouraging and developing entrepreneurially oriented management personnel.
10. Analyzes for the president the total research, development and related technical budgets of the corporation.

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11. Recommends new ventures including acquisitions; reviews and endorses project programs and budgets prepared by New Enterprise Division for each new undertaking.
12. Recommends to the president termination of unsatisfactory venture programs and businesses.

CORPORATE DEVELOPMENT COMMITTEE

Charles H. Sommer, Chairman

Edward J. Bock

John L. Christian

John L. Gillis

Robert K. Mueller

Edward A. O'Neal

Monte C. Throdahl

Richard K. Flitcraft, Secretary

AUDITING COMMITTEE

Reports to: Board of Directors

FUNCTIONS

1. Studies and makes recommendations to the Board of Directors with respect to auditing policies and practices.
2. Reviews annually the company's internal auditing programs and procedures with the president.
3. Recommends annually to the Board of Directors the selection of independent auditors.

AUDITING COMMITTEE

Fredrick M. Eaton, Chairman

James S. Rockefeller

Charles Allen Thomas

BONUS COMMITTEE

Reports to: Board of Directors

FUNCTIONS

1. Interprets and administers the company's bonus plan.

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2. Determines recipients and amounts of bonus awards, subject to the terms of the plan.

BONUS COMMITTEE

Charles Allen Thomas, Chairman
Dillon Anderson Edgar M. Queeny

Carl O. Hoyer, Secretary

CORPORATE MEMBERSHIP COMMITTEE

Reports to: President

FUNCTIONS

Formulates and recommends policies concerning company memberships in order to equate expenditures with value received.

CORPORATE MEMBERSHIP COMMITTEE

John L. Gillis, Chairman
John L. Christian Dan J. Forrestal
Patrick J. Dowd

Robert F. McCoole, Secretary

GOVERNMENTAL AFFAIRS COMMITTEE

Reports to: President

FUNCTIONS

1. Establishes policies and priorities for administration of the company's activities in dealing with governmental and legislative matters.
2. Serves as a clearing house for keeping current on all significant activities and interests of all divisions, subsidiary and affiliated companies, and staff departments in the governmental and legislative area.

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3. Arranges to keep appropriate members of the organization informed of the company's policies, activities and interests in the governmental and legislative area.
4. Reviews and recommends requests in its area for contributions for non-charitable, non-educational organizations or programs.

GOVERNMENTAL AFFAIRS COMMITTEE

John L. Gillis, Chairman
James H. Crow, Jr. Edward A. O'Neal
Patrick J. Dowd Edwin J. Putzell, Jr.
Dan J. Forrestal L. Edward Stone, Jr.

Sam Pickard, Secretary

HEADQUARTERS SITE ADMINISTRATION COMMITTEE

Reports to: President

FUNCTIONS

1. Establishes policy for administration of office facilities and for the development of the headquarters site.
2. Authorizes, as required, off-site company office facilities in the St. Louis area.
3. Controls headquarters site expenses.
4. Has responsibility for a long-range site development program as a guide for control of future land acquisition and land use in coordination with Central Engineering Department.

HEADQUARTERS SITE ADMINISTRATION COMMITTEE

William B. Daume, Chairman
Edward J. Bock Carl O. Hoyer
John M. Depp Jr.

Clarence E. Franke, Secretary

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OFFICE STANDARDS COMMITTEE

FUNCTIONS

OFFICE STANDARDS COMMITTEE

Clarence E. Franke, Secretary

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PROJECT PERFORMANCE COMMITTEE

Reports to: President.

FUNCTIONS

1. Requests from concerned operating divisions and the controller, and reviews, reports of actual financial results compared to estimates used in the economic justification of capital projects. (Projects involving capital expenditures of \$100,000 to \$1,000,000 are reported in summary form and projects involving expenditures of \$1,000,000 and over are covered in individual reports.) Reports results of such reviews to the president.
2. Initiates action at its discretion to determine reasons for significant differences between actual and estimated results.

PROJECT PERFORMANCE COMMITTEE

John L. Gillis, Chairman
Edward J. Bock John L. Christian

Francis A. Strobble, Secretary

RETIREMENT PLAN COMMITTEE

Reports to: Board of Directors

FUNCTIONS

1. Formulates, recommends and administers the policy of the company pertaining to retirement and group insurance plans for all employees.
2. Approves retirements and payments of pensions under the plans.
3. Reviews all cases of total and permanent disability; approves payments of salaries to ill and disabled employees.
4. Approves for equitable treatment any salary payments to employees recommended by general managers after the first six months of illness or disability.

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5. Recommends amendments to pension plans and presents them to the Executive Committee for its consideration and approval.
6. Makes decisions with respect to questionable pension data, such as hiring dates and credited service.
7. Reviews and approves any deferments of employees who qualify and apply to work beyond age 65.
8. Reviews and approves contracts for retaining the services of retiring or retired employees on a retainer-fee or consultant-fee basis.

RETIREMENT PLAN COMMITTEE

William B. Daume, Chairman	
Edward J. Bock	*Patrick J. Dowd
John L. Christian	John L. Hawn
Cecil P. Cunningham	William I. Tierney

Albert B. Hughes, Secretary

*Alternate, Norvell G. Jones

SALARY COMMITTEE

Reports to: President

FUNCTIONS

1. Studies and makes recommendations to the president concerning the company's salary plan and compensation policies.
2. Reviews and approves salary recommendations for company personnel earning \$22,500 per year or more.
3. Administers the company's salary administration program.

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COMPANY

POSITION DESCRIPTION

POSITION TITLE Chairman of the Board of Directors

REPORTS TO Board of Directors and Shareowners

FUNCTION

Presides at all meetings of the Board of Directors and of the shareowners, except such as under the law must be presided over by the president or a specially appointed chairman. Keeps in constant touch with the company's business and informs the members of the board of current results and prospects. Consults with and advises the president on all major company matters prior to definitive action regarding proposed changes in established policies of the company or inauguration of any new policy. Provides advice, counsel and assistance on problems of unusual importance that may arise under existing policies.

Carries primary responsibility for relationships with shareowners and the financial community. With the president, keeps them informed on matters of policy, major operational changes and financial matters approved by the Board of Directors.

Provides counsel and assists with implementation of the total commercial development efforts of the company.

DUTIES

1. Gives guidance to board and Executive Committee and Corporate Development Committee members; provides advice and counsel to the president on policy and organizational matters.
2. Provides liaison between the board and outside directors during the interval between meetings of the board.
3. Requests aid and receives information of directors in special undertakings.
4. Ensures that members of the board are knowledgeable about industry and company matters in all areas of interest and opportunity.
5. Maintains relationships with governmental representatives and the financial community and works with the president in carrying out this responsibility.
6. Serves as the principal executive officer in maintaining continuing relationships with shareowners. Ensures that the proper corporate image and effective public relations are used in maintaining favorable shareowner relationships.

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POSITION DESCRIPTION

POSITION TITLE Chairman of the Board of Directors

7. Confers with the president regarding all recommendations which the president desires to bring before the Board of Directors.
8. Assists in maintaining relationships with major customers at the request of the president.
9. Provides functional guidance, implements and continuously reviews the following:
 - a. Preparation and distribution of the Annual Report;
 - b. Approval and distribution of the unaudited Quarterly and Preliminary Annual Reports as issued by the president;
 - c. Establishment and the fostering of relationships with the financial community in conjunction with the president;
 - d. Coordination of the company's worldwide financial policies, plans, programs and requirements.

In these areas, advises and assists appropriate Central departments, including Finance; Law; and Public Relations.

10. Provides counsel, advice, assistance and implementation of efforts in commercial development areas and in the search for new venture opportunities and enterprises.
11. Serves as the chairman of the Board of Directors and on the Executive, Finance, Corporate Development, and Budget Committees, and assists the Governmental Affairs Committee. Per the corporate By-laws, serves as an ex-officio member of all other standing committees of the Board of Directors.

POSITION TITLE President

REPORTS TO The Board of Directors

FUNCTION

Serves as chief executive officer of the company and is responsible for direction of the total worldwide business entity. Implements all orders and resolutions of the Board of Directors. Directs the development of major policies to govern the operations of the company and carries responsibility for the profit attainment established in the company's plans and objectives. Manages all resources of the company to achieve established profit objectives; provides executive leadership in planning, organizing, and measuring the progress of the company toward established objectives. In the absence of the chairman of the Board of Directors, presides at meetings of the directors and shareowners.

DUTIES

1. Ensures with the assistance of the Executive Committee and Corporate Development Committee that specific policies, programs, and methods are designed, planned and implemented to carry out the general policies and attain the business objectives established by the Board of Directors.
2. Acts on requests for capital appropriations and requests for retirement of fixed assets for amounts not to exceed \$1,000,000 per item, and in an aggregate amount of not more than \$2,500,000 per month over the calendar year.
3. Makes recommendations directly to the Board of Directors on utilization of company funds, expenditures of new facilities involved, capital expenditures of over \$1,000,000, new investment opportunities, retirement of facilities, and on general policies and on business objectives.
4. Approves personnel policies for the company; determines programs for executive development and approves the selection and promotion of the executive personnel. Establishes rates of remuneration and total compensation for all company employees and delegates implementation as necessary.
5. Approves worldwide public relations policies for the company.
6. Keeps the Board of Directors informed on the condition of the business and on all important factors influencing it and, in intervals between meetings of the Board of Directors, consults with the Executive Committee on matters requiring authority of the Board of Directors or of special interest to it.

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POSITION TITLE President

7. Analyzes and appraises regularly and systematically the effectiveness of company operations; causes post-project performance appraisals to be made of capital addition programs; ascertains that full advantage is taken of all opportunities to further the long-range goals of the business; ensures that basic policies as established by the Board of Directors are observed.
8. Causes to be executed certificates of stock, bonds, mortgages and other contracts requiring a seal under the seal of the corporation unless required by law to be otherwise signed and executed and unless the signing and execution shall be expressly delegated to some other officer or agent of the company by the board.
9. Delegates financial and executive authority to subordinates to carry out their responsibilities and objectives and ensures that appropriate limitations of their authority are defined and clearly understood.
10. Creates such committees as may be necessary to assist the president in the discharge of his responsibilities.
11. Represents the company as chief executive officer in external relationships with counterparts in industry, with governmental agencies, with the public in general, shareowners, and employees.
12. Designates the areas of interest in which members of the Executive Committee and Corporate Development Committee will represent the Office of the President.
13. May delegate to others appropriate portions of his responsibilities together with authority necessary for fulfillment, but he may not relinquish his responsibility and accountability for results.
14. Serves as chairman of the Executive Committee, Budget Committee, and Corporate Development Committee and is a member of the Board of Directors and the Finance Committee. Per the corporate By-laws serves as an ex-officio member of all other standing committees of the Board of Directors.

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COMPANY

POSITION DESCRIPTION

POSITION TITLE Assistant to the President
Secretary, Executive Committee

REPORTS TO President

FUNCTION

Serves as assistant to the president, aiding him in the discharge of his responsibilities for directing the activities of the company; performs such duties as he may assign, including the conduct of investigations into the affairs, programs and activities of the company; coordinates policy and policy procedure preparation and the control of the preparation and distribution of the Management Guide; acts as liaison with various elements and executives, and keeps the president informed on specific subjects and developments; serves as secretary to the Executive Committee and other committees designated by the president.

DUTIES

1. Assists the president, as requested, in preparing proposals and reports for presentation to the Board of Directors; screens and summarizes for the president miscellaneous reports and recommendations.
2. Assists the president in the preparation of agendas and the determination of any staff work that may be required for meetings of the Executive Committee.
3. Serves as secretary of the Executive Committee and other committees designated by the president. Records and distributes minutes of all meetings to committee membership.
4. Monitors actions and decisions taken by the Executive Committee and advises the president of the status of their implementation.
5. Assists the president in performing such duties and assignments as he may request.
6. Undertakes specific investigations into the affairs, programs and activities of the company and advises the president of his findings and recommendations; requests the assistance of appropriate organizational units, as necessary, in the assembly of required data and information.
7. Reviews the company's major plans and programs with other executives to ensure their consistency with overall policies; where indicated, contributes to the development of alternate courses of action.

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COMPANY

POSITION DESCRIPTION

POSITION TITLE Assistant to the President
 Secretary, Executive Committee

8. Serves as liaison with and between executives and the company's divisions, subsidiaries and affiliates as requested by the president.
9. Coordinates the preparation or revision of the company's policies and policy procedures for submission to the president and through him to the Executive Committee; arranges for interpretation of approved policy where such action is required.
10. Coordinates the preparation or revision of the content of the Management Guide and controls related publishing, maintenance, and distribution activities.
11. Promotes communications among management to encourage coordination among the various elements of the company.
12. Keeps informed on specific subjects and developments within the company, including the plan of organization and contemplated revisions; brings significant matters to the attention of the president.
13. Serves as the corporate security officer.

POSITION TITLE Assistant to the President
 Secretary, Corporate Development Committee

REPORTS TO President

FUNCTION

Coordinates company-wide activities for the president and the Corporate Development Committee relative to initiating and implementing projects, studies, investigations and programs essential to the preparation of information about entry into new businesses and company future industrial development plans. Provides staff support in correlating corporate industrial information and plans with the forward plans of divisions and departments; reviews all growth plans in light of established company objectives. Arranges for economic studies and commercial evaluation of new areas; studies low return products in existing product lines, as assigned, and develops possible options for consideration. Prepares venture project budgets and business plan alternates for Corporate Development Committee consideration. Serves as permanent secretary of Corporate Development Committee.

DUTIES

1. Prepares new venture agenda items for Corporate Development Committee consideration; correlates all required staff work preceding new venture reviews.
2. Organizes specific study groups and task forces, where approved by the president, to investigate given new venture areas of possible interest to the company. Serves as chairman of such groups when necessary.
3. Provides specialized staff assistance to the Executive Committee members with regard to corporate development.
4. Carries out continuous liaison among commercial development organizations in the divisions; keeps abreast of division and department plans and progress involved with commercial development/new venture undertakings.
5. Supports the general manager, New Enterprise Division by evaluating detailed business plans and alternates on approved new division undertakings; prepares progress reports; participates in identifying decision in delineation points within given projects and aids in determining what data is required for decision making.

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POSITION TITLE Assistant to the President
 Secretary, Corporate Development Committee

6. Develops and innovates new methods and ways of approaching alternative business and development plans for specific products or markets; in concert with concerned divisions, reviews future possibilities of low income product lines as assigned by the president.
7. Evaluates corporate long-range plans in light of established business objectives as set by the board and its Executive Committee; analyzes the commercial plans needed and proceeds with their development.
8. Utilizes the support and assistance available from the financial departments and other appropriate service groups or individuals in the development, review, and evaluation of new business plans.
9. Edits and publishes the Corporate Development Plan for the president. Incorporates revisions based on adoption of new objectives and policies.
10. Carries out organization planning as needed in light of corporate development plans and programs.
11. Serves as secretary of the Corporate Development Committee.

POSITION TITLE Senior Vice President, Operations

REPORTS TO President

FUNCTION

Acts as direct extension of the chief executive officer in managing the company's operating divisions worldwide. Works with operating division general managers to achieve the results required to meet company objectives and sees that standards of performance are properly set and maintained. Provides leadership which permits operating divisions to function autonomously within optimum delegations of authority and accountability. Combines individual division activities into a coordinated effort to attain targeted results. Ensures appropriate communication and cooperation between the operating divisions and the central departments and sees that central department services are properly utilized by division management.

DUTIES

1. Reviews, endorses, coordinates, and follows up divisions' forward planning, including capital investment plans, to ensure continuing favorable competitive position and satisfactory rate of return on committed capital.
2. Establishes manufacturing performance criteria and policy for costs, quality, quantity and safety.
3. Establishes divisional marketing performance criteria and policy to judge effectiveness of marketing operations; coordinates marketing management with and through the vice president, Marketing.
4. Determines rate of expenditure and level of effort for operating divisions in technical research and development activities; ensures coordination with corporate research and development plans and objectives; coordinates R & D management with and through the vice president, Technology.
5. Reviews division performance against plans; discusses with division management needs for corrective action; follows up to ensure improved performance.
6. Ensures that divisions provide adequate development of new enterprises to offset declines from maturing or obsolescent operations.
7. Identifies and recommends to the president abandonment of specific products, programs, or operations as circumstances warrant.

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POSITION TITLE Senior Vice President, Operations

8. Ensures that operating expertise from the divisions is applied to the company's domestic and foreign member company operations.
9. Provides for the effective administration of personnel policies and programs for the maintenance of sound personnel and industrial relations within the operating divisions. Reviews general managers' recommendations for key personnel replacements.
10. Maintains continuing contact with the chief executive officer and with Executive Committee members with regard to assigned areas of interest; seeks advice, support and counsel on operational matters as required.
11. Serves as a member of the Executive Committee, Corporate Development Committee and Board of Directors; serves also as a member of the Budget, Project Performance, Retirement Plan, Corporate Membership, and Salary Committees.

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POSITION DESCRIPTION

POSITION TITLE Vice President, Marketing

REPORTS TO President

FUNCTION

Serves as a general executive of the company whose principal sphere of interest is worldwide marketing and customer relationship activities. Coordinates for the president the company's selling, advertising and market development activities. Provides advice, counsel and guidance to the operating divisions and central departments regarding marketing matters. Provides the channel for recommending and establishing the marketing policies of Monsanto. Provides support to the senior vice president, Operations in all marketing matters.

DUTIES

1. Coordinates worldwide company marketing and commercial relationship activities. Serves as the principal executive counselor and advisor on marketing matters for resolution of marketing problems and for the formulation of marketing policy.
2. Advises the president regarding worldwide company marketing goals and objectives; evaluates the company's marketing programs to determine whether they are adequate to meet established goals.
3. Establishes marketing performance criteria to judge the effectiveness of marketing operations, including advertising and sales promotion activities. Reviews overall marketing performance against sales budgets, sales programs, competitive position, share of market and recommends changes or corrective action when required.
4. Guides the divisions' sales, merchandising and advertising programs toward more effective integration and encourages greater interdivisional cooperation in the company's overall selling effort.
5. Maintains relationships with the company's principal customers, prospective customers and suppliers, and other major firms in Monsanto's areas of interest, in cooperation with the senior vice president, Operations.
6. Ensures that adequate information on the company's markets and marketing activities is available for management decisions; ensures that overall market and customer requirements, both immediate and future, are evaluated for translation into necessary technological effort.

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POSITION DESCRIPTION

POSITION TITLE Vice President, Marketing and Member of Executive Committee

7. Provides functional direction to the company's market development efforts at the corporate and at the divisional level.
8. Coordinates the activities and maximizes the efficiency of the company's sales offices.
9. Ensures optimum use of distributors, agents and other channels of distribution; formulates uniform Monsanto policy in the area of product distribution; encourages the divisions to use common distributors whenever practical.
10. Ensures that optimum presentation of the corporate identity is accomplished in the appearance of the company's packaging and printed material, and suggests new forms and applications which may enhance the sale of Monsanto's products.
11. Appoints, where appropriate, regional staff executives whose activities augment and assist divisional marketing programs in their assigned areas.
12. Monitors economic trends and interprets their impact on the company's sales and marketing policies.
13. Promotes a climate within Monsanto for high motivation in the marketing areas to stimulate the attainment of corporate objectives.
14. Ensures the selection of key personnel who in the future will assume responsibility for major aspects of Monsanto's marketing activities; monitors continuously the company's sales training programs.
15. Participates in the preparation of and makes specific proposals regarding short- and long-term company objectives.
16. Coordinates and establishes priorities for administration of the company's activities in dealing with governmental and legislative matters.
17. Serves as a member of the Board of Directors and of the Executive, Corporate Development, Budget and Salary Committees; serves as chairman of the Corporate Membership, the Project Performance, and the Governmental Affairs Committees.

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POSITION TITLE Vice President, International

REPORTS TO President

FUNCTION

Serves as a general executive of the company whose principal sphere of interest is international activities. Coordinates for the president Monsanto's operations and activities in areas outside the United States. Provides advice, counsel and guidance to the International Division, operating divisions and central departments regarding international matters. Provides the channel for recommending and establishing the international operations policies of Monsanto. Provides support to the senior vice president, Operations in all matters involving the company's international interests.

DUTIES

1. Provides executive counsel and guidance to the general managers of the operating divisions and to the central department directors regarding international matters and ensures their observance of the company's international operations policies.
2. Advises the president regarding international operations goals and objectives; participates in the preparation of, and makes specific proposals regarding, short- and long-term company objectives.
3. Serves as the principal executive counselor and advisor for the International Division for resolution of major problems and for the formulation of international operations policy.
4. Provides support to the International Division in its business management of the company's international investments through relationships with executives of Monsanto's international companies.
5. Resolves differences that may arise when the common product concerns of the operating divisions appear to be at variance with the business entity objectives of the International Division.
6. Promotes a climate within Monsanto for high motivation with regard to international activities to stimulate the accomplishment of international corporate objectives.
7. Ensures the selection of key personnel who in the future will assume responsibility for major aspects of the company's international operations.

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POSITION DESCRIPTION

POSITION TITLE Vice President, International

8. Recommends to the president and in turn to the Executive Committee policies covering Monsanto's international operations.
9. Ensures the preparation and maintenance of a sound and rewarding personnel policy governing international assignments and services; recommends specific personnel policies as required.
10. Serves as a member of the Board of Directors, the Executive Committee and Corporate Development Committee.

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POSITION TITLE Vice President, Administration

REPORTS TO President

FUNCTION

Serves as a general executive of the company whose principal sphere of interest is the coordination, budgetary control, and general administrative direction of the company's administration, control and service functions. Provides counsel, staff assistance and service on all administrative or control matters to other executive and company personnel and to international subsidiaries, associates and affiliates when requested. Conducts special analyses and evaluations, makes interpretations and develops recommendations through assigned central departments or other organizational elements and ensures the implementation and compliance with approved company policies, procedures, programs and plans for the effective administration and control of the company's operations. Exercises staff supervision over all administration, control and service activities throughout the company. Carries out special assignments and other responsibilities as directed or delegated by the president. Provides support to the senior vice president, Operations in all administrative and staff matters.

DUTIES

1. Provides guidance to all corporate central departments through day-to-day interpretation of approved policies, procedures and programs.
2. Participates in the development of budgets and cost controls for all corporate central departments; implements approved recommendations in the several departments.
3. Maintains a general knowledge of activities in all departments; analyzes, appraises and keeps the president informed of significant matters and initiates improvement measures or takes other appropriate action in accordance with approved policies, procedures and programs.
4. Formulates short- and long-range plans for company organization structure and top management requirements; ensures the development of manpower plans to meet changing needs; ensures effective teamwork on the part of all staff organization units, and obtains acceptance and understanding for such plans.

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COMPANY

POSITION DESCRIPTION

POSITION TITLE Vice President, Administration

5. Provides counsel and administrative direction relative to company activities as described in the Central Departments' position descriptions in Section IV of the Management Guide.
6. Develops and recommends procedures designed to ensure the accomplishment of approved policies, programs and plans; recommends to the president policies in administration, service and control areas.
7. Develops and recommends policies, procedures, plans and programs to resolve specific matters assigned to him by the president.
8. Confers with division and central department heads and other personnel throughout the company and with management of subsidiary and associate companies as necessary to accomplish his duties.
9. Maintains relationships with representatives and members of service organizations and other companies with related business interests.
10. As directed, develops and evaluates policies, procedures, programs, plans, proposals, requests and other matters submitted to the president and develops recommendations for appropriate action.
11. Serves as a member of the Executive Committee, Corporate Development Committee and the Board of Directors. Also is a member of Headquarters Site Administration, Office Standards, Project Performance, Retirement Plan, Budget, and Salary Committees.

POSITION TITLE Vice President, Technology

REPORTS TO President

FUNCTION

Serves as a general executive of the company whose principal sphere of interest is science and technology as it relates to Monsanto worldwide. Nurtures organized corporate effort leading to creative technical breakthroughs useful for corporate growth. Coordinates for the president the relationships of technology to business objectives needed for corporate development and the organization of the required corporate technical resources. Assists the senior vice president, Operations, in technological matters and provides guidance to the divisions on the common use of technology. Appraises and evaluates needs for major new technology and alternate approaches to basic raw materials.

DUTIES

1. Defines for the president the company's key technical issues, technological and scientific needs and opportunities; recommends technical goals and objectives.
2. Nurtures organized effort for the express purpose of creating technical breakthroughs useful for corporate growth.
3. Assumes responsibility for corporate acquisition of technical information and patents from sources and sale of same after Board of Directors' approval.
4. Serves as the principal advisor to the senior vice president, Operations, for the resolution of problems and the coordination of programs, priorities and budgets involving the technical activities carried out by the divisions.
5. Establishes performance and accomplishment criteria to evaluate the effectiveness and interaction of the company's technical effort. Appraises and evaluates corporate needs for new technologies in businesses of major commitment, including alternate approaches to basic raw materials.
6. Ensures for the president that policies regarding protection of corporate industrial property rights as carried out by the Patent Department are consistent with the total corporate technical effort.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Vice President, Technology

7. Reviews overall performance against budgets and established time schedules.
8. Approves the plans and programs for the Central Research Department, Patent Department, and Monsanto Research Corporation, including its contractual relations with the government.
9. Serves as a member of the Board of Directors, Executive Committee, and Corporate Development Committee.

POSITION TITLE Vice President, Finance

REPORTS TO President

FUNCTION

Serves as the principal financial officer and directs the treasury, accounting and central planning functions of the company. Establishes financial controls to safeguard the assets of the company. Performs these functions with the objective of maximizing the contributions of these activities and related facilities to the overall profitability of the company and to further its other purposes. Responsible and accountable for all activities assigned to him.

Provides advice, counsel and direction in all financial matters including financing, cash management, banking, credit, pension fund management taxes and insurance, executive compensation, stock plans, and relationships with the financial community. Participates in the formation of short and long term plans including the Five Year Plan, provides both current and projected information on cash position, cash flow and requirements.

Assists the president in the formation of financial and control management policies, objectives and plans that are worldwide in scope, in the control and coordination of activities and in the evaluation of results. Provides special support to the chairman of the board, the president, and the Executive and Corporate Development Committees in the development of financial control measurements and evaluation of results.

These basic functions will be administered through the offices of the controller, the treasurer and financial planning and evaluation. The specific functions and duties of these offices are enumerated in position descriptions shown on pages C-IV-4, 5 and 6 (Controller); C-IV-23, and 24 (director, Financial Planning and Evaluation); and C-IV-65, 66, 67, 68 and 69 (Treasurer).

POSITION TITLE Vice President (Regional)

REPORTS TO Vice President, Marketing

FUNCTION

Provides executive representation for the company in assigned regional area with customers, employes, civic and trade groups, and the business community. Reports on significant business developments taking place in his assigned area. Ensures overall coordination of sales efforts and other company activities in assigned region to preserve and protect a consistent corporate image.

DUTIES

1. Develops and maintains contacts at the presidential and vice presidential level with leading customers and prospective customers.
2. Advises and assists marketing and operating personnel for the various divisions located in assigned region.
3. Presents the Monsanto executive viewpoint to important industries and to business, civic and educational leaders.
4. Develops and projects a total company viewpoint with regard to customers and the activities of the various divisions operating in the region; promotes interdivisional cooperation by recommendations to the divisions.
5. Reports on regional developments in new industries, establishment of research centers, and government institutions which present new opportunities for Monsanto.
6. Analyzes and recommends action in light of significant industrial and market trends and developments affecting Monsanto's profit and growth in assigned region.
7. Promotes interest in and knowledge of the region within Monsanto so that the Executive Committee, division general managers and department directors are cognizant of its opportunities.
8. Assists members of the Executive Committee and officers of the company in arranging visits to the region in order to familiarize them with matters and people of internal and external importance to Monsanto.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Vice President (Regional)

9. Keeps informed regarding Monsanto's plans and programs in order to make suggestions that will help direct regional growth in accordance with overall company objectives.
10. Holds memberships in those trade associations, civic groups and related activities that are of interest to Monsanto in the region.
11. Recruits promising candidates for employment, particularly in the marketing area.
12. Develops a working relationship with the Public Relations Department to ensure that Monsanto public announcements reflect the proper regional emphasis.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE President, Monsanto Research Corporation

REPORTS TO MRC Board of Directors

FUNCTION

Serves as chief operating officer and directs the affairs of the corporation in such manner as to effect optimum profitability and return on capital invested. Directs the development of long-range planning programs to strengthen present activities and to develop new markets. Ensures that the corporation's activities are carried out within established Monsanto policy and policy procedures. Develops organizational plans and managers capable of achieving the corporation's objectives.

DUTIES

1. Establishes corporation's purpose, objectives and major operating procedures within established policies.
2. Determines program, product, market and profit objectives for the corporation and plans for their achievement.
3. Directs the affairs of the corporation in such manner as to assure maximum profitability, including long-range return on total fixed and working capital investment.
4. Directs the development of operating and capital expenditure budgets for submittal to MRC's Board of Directors and to the Budget Committee; approves capital appropriations and other expenditures within limits of delegated authority.
5. Determines the corporation's organizational structure and internal delegations of authority; selects key executives and recommends appointment or changes in top management personnel to the Board of Directors.
6. Measures corporate performance against planned objectives in such areas as profitability, share of market, operating efficiency, safety, new product technical and commercial development, utilization and development of personnel and contribution to overall Monsanto growth. Takes appropriate steps to improve performance in all these areas.
7. Ensures the use of up-to-date safety devices, practices and procedures and the safe condition of all physical facilities in all operations.

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POSITION TITLE President, Monsanto Research Corporation

8. Carries responsibility for all phases of personnel administration, including maintaining good labor relations in all operating plants; provides for the continued development of competent managerial personnel to ensure successful future management of the corporation, as well as to supply competent candidates for positions elsewhere in Monsanto.
9. Reviews and authorizes technological programs in research, technical development and process engineering and attendant patent activities for the improvement of existing products and development of new products, new processes and new markets for MRC technical capabilities.
10. Approves the manufacture of new products and modifications to existing products; arranges for toxicological clearance by the director of Medical of new or modified products prior to adoption.
11. Establishes and maintains an effective system of communications throughout the corporation.
12. Represents MRC in major relationships with customers, suppliers, competitors, bankers, service organizations, government agencies and the general public.
13. Sets sales policies, strategies and pricing policies for all products and establishes selling prices. Clears changes in the conditions of sale and changes in terms of sale with the Law Department and, as to credit provisions, with the Treasury Department.
14. Correlates and coordinates MRC activities with the operating divisions of Monsanto to assure optimum corporate results from business decisions affecting more than one segment of the company. Confers with corporate planning group for coordination of long-range plans into an overall company forward projection.
15. Approves capital expenditures including capital appropriations for new projects, changes in project scope, overruns and replacements and authorizes retirement of or obsolescence of assets within limits delegated by the Board of Directors of MRC.
16. Manages financial aspects of corporate operations with regard to credit and working capital, within limits delegated by the Board of Directors of MRC.
17. Executes certain deeds, leases, contracts and instruments of conveyance; signs checks, drafts and orders for payment of money as provided by board resolutions and recommends to the Board of Directors those actions beyond the limits of his delegated authority.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE President, Monsanto Research Corporation

18. Approves plans and related budgets for commercial development, merchandising and advertising; coordinates such plans and budgets for maximum overall corporate benefit.
19. Ensures that all operations are carried out in conformance with established air and water pollution standards established by the company and regulatory agencies. Consults on pollution problems with the concerned central departments of Monsanto.
20. Maintains frequent and close contact with government agencies and government officials, to detect and evaluate trends and opportunities for MRC and for Monsanto, for R.D.T.&E. contracts and for business related to Monsanto's commercial lines. Communicates such intelligence to those concerned.
21. Through contact with government agencies and other customers, monitors performance of MRC contract obligations, and takes prompt action to correct any deficiencies which may be found.
22. Serves as Project Director, responsible for operation of Mound Laboratory in accordance with contract provisions with the U.S. Atomic Energy Commission. Represents the company in relations with the A.E.C.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE General Manager, International Division

REPORTS TO Senior Vice President, Operations

FUNCTION

Serves as the company's chief executive responsible for reporting and coordinating the profitability of Monsanto's business interests in Europe, Canada, Australia, Japan, Latin America, and other ex-United States areas and is responsible for profitable growth in these economic environmental areas of the world.

DUTIES

1. Directs the activities of the division as a business management group knowledgeable and sensitive to rapid changes in world areas.
2. Establishes business plans and objectives for the several ex-United States economic areas, thereby guarding against unilateral product line action which would adversely affect Monsanto's economic area interests.
3. Provides unified action within national and geographic trading areas via business management direction to ex-United States activities; supports and aids the product direction provided by the operating divisions or the Corporate Development Committee through maintaining area management structures which permit the operating divisions to carry out their product responsibilities in ex-United States areas.
4. Assists concerned divisions in the development and implementation of centrally controlled strategies for products, international customers, and world markets. Assists in determining need for new or modified strategies in ex-United States areas and aids concerned divisions as necessary, to permit completion and updating of required strategies.
5. Establishes broad guidelines and major procedures vital to the successful achievement of assigned international objectives.
6. Collects, correlates, monitors, and disseminates broad knowledge of all company activities outside the United States to ensure against unilateral action that could adversely affect company worldwide interests.
7. Directs, and/or monitors, export marketing activities as an extension of operating division marketing.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE General Manager, International Division

8. Brings central departments into full participation in ex-United States activities without duplication of effort.
9. Supplies to concerned operating divisions the pertinent data required for preparing capital appropriation requests for ex-United States product line investments; reviews the resulting appropriation requests for concurrence and approval before their submission to the Executive Committee.
10. Initiates and prepares capital appropriation requests for ex-United States manufacturing sites, plant services and utilities, and site development projects as appropriate to the company's product plans.
11. Ensures the provision of technological, manufacturing, and marketing expertise and support for ex-United States operations from the appropriate divisions and central departments.
12. Provides broad and essential ex-United States economic, political, and cultural intelligence.
13. Seeks out and identifies expansion or new marketing opportunities abroad; provides background data on economic climate, governmental aspects, currency stability, labor market conditions, cultural factors, and uniqueness of business conditions in the general marketing area.
14. Plans, coordinates and provides for the development of personnel to assure optimum contributions of individuals regardless of their country of national origin.
15. Establishes new corporate entities ex-United States utilizing and coordinating the expertise of corporate departments and operating divisions.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE General Manager, New Enterprise Division

REPORTS TO President

FUNCTION

Directs company-wide activities involving new products, services and product systems, and the conversion of new technical achievement to (a) commercial success or (b) the point of business decision regarding future commercialization. Generally these will be of sufficient significance to future profitability to warrant exploitation by the New Enterprise Division. Directs all activities of approved new business enterprises to profit realization. Draws on all available corporate resources, expertise, technology and experience to assure successful commercialization. Exercises authority over marketing, manufacturing, technical and financial aspects of all new enterprise undertakings.

DUTIES

1. Searches for new enterprise or venture concepts from:
 - a. Central Research Department and Monsanto Research Corporation,
 - b. operating division research and development and marketing feedback,
 - c. outside sources,
 - d. within-company sources based on long-range forecasts of changing science and technology.
2. Gathers and correlates pertinent facts and evaluates the profit possibilities of potential new enterprises; refers those with promise to the president with recommendation for further consideration.
3. Commercializes, on predetermined time schedules, approved new enterprises. Uses appropriate management techniques to determine specific success/discontinue points for each new enterprise undertaking.
4. Selects managers, with approval of the president, to direct each new enterprise project and with them continuously assesses progress toward predetermined objectives; carries each new enterprise as a separate profit center.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE General Manager, New Enterprise Division

5. Utilizes outside staff support when the economics of a given new enterprise project dictate such action rather than buying the service from within the company; directs their efforts where involved with new venture support work.
6. Determines the use to be made of the Monsanto name as applicable to each project in consultation as appropriate for compatibility with Corporate Identity policies.
7. Determines location for each new enterprise undertaking; arranges for rental or leasing of facilities where required.
8. Recommends to the president the transfer of a successful new enterprise to an existing division, or the creation of a new division to continue a going new enterprise.
9. Encourages the provision of opportunities within Monsanto for developing entrepreneurially oriented management personnel.
10. Avoids the creation of staff functions on a continuing basis except for the opportunity search and evaluation activities.
11. Administers the division's activities including technological, engineering, manufacturing and marketing efforts within an accepted budget and in accordance with established guidelines covering authority for expenditures as approved by the president.

Monsanto

COMPANY

INTRODUCTION

CENTRAL DEPARTMENTS

The president, as chief executive officer, has delegated certain functional responsibilities inherent in his office to the central departments. The directors of the central departments are accountable to the president for the proper fulfillment of these delegated responsibilities.

The mission of the central departments in Monsanto is to augment, protect, and enhance the return on investment by bringing to the corporate entity the professional and specialist skills required as adjuncts to and support for the manufacturing, technical, and marketing expertise of the operating divisions.

In carrying out their proper roles, all central departments are concerned with the following five general types of activities. The intrinsic nature of the type of activity influences its effect on the total company.

Each central department is concerned with:

Statutory Matters - Examples of which are those involving policy formulation; compliance steps with governmental, legal, patents and trademarks, and/or tax requirements; establishment of standards of performance or controls within delegated functional areas. Where statutory matters are concerned, the recommendations from the central departments are binding upon the company following executive approval.

Service Matters - Those involving responses to members of the Executive Committee, to the operating division and other central department management for specialized assistance. It is incumbent upon the central departments to satisfy such requests made in the normal course of business operations.

Advisory and Guidance Matters - Those wherein the central departments suggest or recommend courses of action or alternates for consideration to concerned executives and the operating divisions. Acceptance or rejection of suggestions, or selection of alternate courses of action in these areas is wholly a responsibility of the division, department, or group served.

Coordination - Those actions necessary to ensure a consistent functional approach and consistent functional image both within and outside the company. These actions closely parallel policy considerations.

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Specifically Assigned Matters - Those where specialized competence or economics resulting from centralization of effort dictate their assignment to the various central departments. Examples of these areas are salary payrolls, publication of a company magazine, and engineering services.

Central departments, within their areas of specialized competence, are responsible for policy formulation and recommendations. Overall corporate interests require that policies be developed with the guidance of the various division general managers and other executives concerned.

Essential to success in the proper working relationships of the central departments with the operating divisions is (a) an appreciation of the varying nature of departmental activity noted above and (b) a continuing awareness of dissimilarities among the various diverse types of businesses in which Monsanto is engaged in its operating divisions. Continuous communication between the divisions and departments ensures an environment in which the skills and specialties of the departments can be put to optimum benefit of the total corporation.

POSITION TITLE **Controller**

REPORTS TO **Vice President, Finance**

FUNCTION

Serves as the principal officer in charge of the accounts of the company. Directs the accounting activities as carried out throughout the company and its member companies. Provides, the president, the Board of Directors and other executives the reports of financial operating results and statements of financial condition. Exercises functional direction of Accounting Department personnel wherever located; however, those at plant and member company locations conform to the administrative rules and regulations of the local management. Coapproves, with concerned members of operating management, personnel assignments in his functional area of responsibility.

DUTIES

1. Establishes, with approval of the Finance Committee, all accounting policies, procedures and practices; supervises their use and implementation throughout the company and its member companies.
2. Provides for the full and accurate recording of the company's transactions, including receipts and disbursements.
3. Prepares and interprets financial statements and reports; contributes to profit improvement by pointing out inefficiencies revealed by the reports and by recommending corrective action.
4. Carries direct responsibility for the accounting function within established budget limits.
5. Assists the Law Department with the preparation of registration statements and applications for the Securities and Exchange Commission and the New York Stock Exchange; prepares annual and monthly reports to the SEC.
6. Cooperates with the Treasury Department in its preparation of income tax returns.
7. Approves financial data in statements to be given out for publication.
8. Maintains continuous audit of accounts and records wherever located and ensures the taking of a complete physical inventory once a year.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Controller

9. Makes periodic checks of general cash funds and various payroll cash funds and establishes procedures for approval of cash disbursements.
10. Works with division management in preparation of estimates for capital expenditures, maintains records of authorized estimated expenditures and prepares annual reports comparing actual new earnings with new earnings originally projected in the project as follows:

Projects under \$100,000	- Summary Report
Projects \$100,000 to \$1,000,000	- Summary Report
Projects \$1,000,000 and over	- Individual Report
11. Establishes and maintains control systems and procedures for the preparation and disbursement of payrolls and issues reports relating thereto. Prepares reports comparing status of contributions to pension funds by employees and the company; causes disbursements to be made for pensions.
12. Responsible for the preparation of customer invoices and the maintenance of receivable records.
13. Cooperates with the division general managers, central department directors and the Budget Committee in carrying out the budgetary control plan.
14. Maintains principal accounting relationships with member companies.
15. Furnishes such reports to the Board of Directors and all other units of the company as they may from time to time require.
16. Establishes and maintains effective control systems for capital budgets, cash requirements forecasts and for evaluating performance of the company and its divisions.
17. Determines the proper classification in the accounts of all transactions.
18. Furnishes financial data analyses related to the acquisition of new companies as required.
19. Ensures uniformity in the accounts to facilitate the preparation of consolidated statements of the operating results and financial condition of the company and the preparation of comparable statistics.

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TOWOLDMON0019706

POSITION TITLE Director of Central Engineering Department

REPORTS TO Vice President, Administration

FUNCTION

Directs, plans and administers engineering activities and the provision of complete engineering services for the company and its subsidiaries and affiliates. Directs engineering planning and evaluation; process design; building, equipment and facilities design; and the supervision of major construction projects requiring \$100,000 or more of capital in both domestic and international areas. Manages corporate programs for employee safety, property protection and engineering technology. Plans and organizes engineering efforts consistent with operating division's requirements, sound engineering practices and cost estimates.

DUTIES

1. Maintains close liaison with the operating divisions and member companies and is mutually responsible with them for those pre-project activities leading to the definition, evaluation and approval of major projects.
2. Directs the preparation of final Project Scope Reports and capital estimates for all major capital projects. Coapproves with the responsible division general manager capital appropriation requests and major changes in project scope for capital projects.
3. Directs all phases of engineering design and construction of all major capital projects requiring the investment of more than \$100,000 and the maintenance of project liaison on project matters through the assigned division or central department representative.
4. Participates in site acquisitions and local arrangements with concerned operating divisions and central departments.
5. Approves the selection of contractors and the execution of necessary design or construction contracts.
6. Directs project purchasing and other administrative activities and establishes priorities for Central Engineering Department legal services under the functional guidance of concerned central departments.
7. Ensures that all applicable construction codes, pollution controls, sanitary and insurance codes, safety regulations and practices, government regulations and standards and other regulations are observed and adhered to in the design and construction of all major projects.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Central Engineering Department

8. Directs the development and management of corporate programs in the fields of employe safety and property protection.
9. Ensures the implementation of safety and property protection standards and procedures to provide maximum protection against accidents throughout the company.
10. Directs the development and management of a corporate program in the field of engineering technology. Provides advice and assistance in the use of newest and best technology for possible application to appropriate programs and projects.
11. Authorizes the procurement of outside engineering services of a specialized nature as required.
12. Initiates projects with concerned operating divisions to provide optimum utilization and capacity of utility systems consistent with current requirements and long-range plans for each location.
13. Participates in the start-up and debugging of projects designed and constructed by the Central Engineering Department.
14. Directs the preparation of the engineering aspects of company-wide long-range plans and assists the division general managers and central department directors in the preparation of necessary capital budgets.
15. Establishes and maintains effective engineering procedures for the conduct and control of all Central Engineering Department activities.
16. Directs and coordinates administrative activities of the department in accordance with established company policy and the procedural requirements of the operating divisions and central departments.
17. Maintains relations with division general managers, central department directors, major outside contractors, vendors, and management of other engineering organizations as required in carrying out assigned responsibilities.
18. Serves as a member of the Headquarters Site Administration Committee.

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TOWOLDMON0019708

POSITION TITLE Director of Central Personnel Department

REPORTS TO Vice President, Administration

FUNCTION

Directs the company's personnel relations activities, including recruiting, manpower planning, management development, labor relations, compensation programs and the planning, design and administration of the company's pension and group insurance plans and programs. Formulates and recommends new personnel policies or changes in existing policies. Exercises functional direction of personnel relations activities throughout the company. Administers the personnel and the office services functions at the headquarters site and provides office management support to all units of the company. Coapproves, with concerned members of operating management, personnel assignments in his functional area of responsibility.

DUTIES

1. Develops long-range plans for the recruitment, development, compensation and management of Monsanto's human resources, working with executive, divisional and central department management.
2. Formulates, revises, approves and provides uniform interpretation and administration of all company personnel policies and procedures.
3. Assists the divisions and central departments by providing advice, counsel, guidance and coordination in all areas of personnel management.
4. Plans, directs, administers and coordinates the recruitment of technical and other professional personnel throughout the company from universities and experienced sources, as agreed upon with the divisions; carries out screening interviews and refers candidates to company locations for final decision; administers the summer technical student employment program.
5. Coordinates the administration of all university-related matters, including the aid-to-education program and the retaining of company technical consultants in the field of personnel management.
6. Assists the divisions and central departments by providing advice, counsel, guidance and coordination in carrying out the corporate equal employment opportunity plans and programs.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Central Personnel Department

6. Coordinates personnel policies and functions relating to the operation of the headquarters site; provides a broad range of personnel services to the headquarters site, including the recruitment of nonexempt personnel and the administration of compensation and benefit programs.
7. Carries personal responsibility for specific programs; University Advanced Management Programs; Academic Leave Programs; the Key Scientist and Technologist Advancement Plan.
8. Evaluates, periodically, all personnel programs throughout the company.
9. Administers a program of personnel analysis and planning to enable the company to optimize its efforts in the area of personnel relations through research and special studies.
10. Plans and administers a comprehensive program for manpower planning and the development of Monsanto's human resources, through the establishment of optimum educational and developmental activities, working with executive and divisional management and periodically reviewing programs undertaken.
11. Formulates, interprets and administers company-wide the pension and group insurance plans and programs, the salary plan, service awards, and other matters affecting employe compensation, benefits or practices. Makes appropriate recommendations and advises and counsels those charged with other elements in the planning and administration of the financial aspects of employe benefit programs. (For financial and trustee aspects, see Treasurer's position description.)
12. Formulates and interprets labor relations policy and practices, coordinates action and advises management throughout the company; advises on all union relations matters, including maintenance of working relations with international union officers; assists divisions and locations in planning, coordinating and implementing labor relations training and development.
13. Coordinates and evaluates programs of personnel selection, orientation and development for both salaried and hourly employes throughout the company; studies and develops new techniques, implements their introduction and furnishes continuing advice and counsel to all locations on these activities.

POSITION TITLE Director of Central Personnel Department

14. Plans, administers and coordinates an effective program of employee communications for the company with the assistance of the Public Relations Department.
15. Through the office services manager at the headquarters site:
 - a. Provides office services and building and grounds maintenance for the headquarters site.
 - b. Furnishes staff assistance to other company offices on office management matters.
 - c. Implements the forms control, records management and records maintenance programs; maintains records management program.
 - d. Plans, coordinates and administers the headquarters site Safety Program.
 - e. Develops and maintains a community relations program for the headquarters location with local governmental and civic groups.
 - f. Plans and coordinates the allocation of space, maintaining appropriate physical and decorative standards and furniture and equipment standards.
 - g. Reviews, appraises and secures any necessary approvals for alteration or expansion of the headquarters site.
 - h. Maintains principal liaison for passenger traffic service and represents the corporation in the necessary contacts.
16. Administers the employee housing program and employee relocation activities.
17. Serves as chairman of the Salary, Retirement Plan, Headquarters Site Administration and Office Standards Committees.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Central Research Department

REPORTS TO Vice President, Technology

FUNCTION

Plans, directs and administers the activities of the Central Research Department. Directs the company's central research effort beyond divisional scope to provide the basis for profitable new business opportunities and enterprises; carries out expansion and regenerative research leading to new or regenerative technology of broad basic interest to any company businesses of major commitment.

DUTIES

1. Directs research and development and pre-commercial development programs, including basic, pioneering, exploratory, fundamental, applied, and developmental research, leading to new or improved products or systems, in areas of current and potential interest to the company. Conducts pre-research appraisals and preliminary field trials until a division assumes authority for a program or the project is terminated.
2. As an independent voice, evaluates and appraises project progress and results of new technology regardless of field or discipline. Based on appraisal of potential and results, initiates, continues or terminates programs, reviewing decisions with the vice president, Technology, Executive Committee, Corporate Development Committee, division management or others, as appropriate.
3. Establishes and directs research programs at the request of the Corporate Development Committee or the Executive Committee or by other departments, divisions, or member companies provided only that such are either of general interest to all of Monsanto, require special talents or facilities that reside only within the Central Research Department or are interdivisional in nature.
4. Submits through the vice president, Technology to the president for approval regenerative and expansion projects requiring \$100,000 or more prior to implementation of such projects by the Central Research Department. New enterprise projects require approval of the Corporate Development Committee.
5. Directs assigned research efforts of international research subsidiaries and maintains worldwide technological liaison.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Central Research Department

6. Provides certain staff services at various company locations as authorized by the vice president, Technology. This includes libraries, shops, maintenance and repair facilities, etc. Administers Central Research Department activities in accordance with established company and departmental policies and procedures.
7. Recommends to the vice president, Technology joint research ventures and directs approved programs.
8. Authorizes the public disclosure of Central Research discoveries or projects consistent with established patent, legal and public relations considerations.

POSITION TITLE Director, Central Planning and Evaluation

REPORTS TO Vice President, Finance

FUNCTION

Correlates the forward plans of all divisions and departments, including new enterprise plans, and reviews these plans to determine or forecast their effect on profits. Consolidates and distributes the corporation Five Year Plan books and maintains on a current basis. Presents forward plans of all Monsanto units in detail for the forward three-year period and emphasizes forward planning concepts for those periods beyond three years in the future. Evaluates the economic feasibility of both forward plans and major capital appropriation requests prior to their review by the president and the Executive Committee.

DUTIES

1. Participates in establishment of major procedures for the scheduling, preparation, correlation, and maintenance of overall company short- and long-range plans.
2. Assists in the preparation and review of corporate and divisional objectives; evaluates economic aspects of proposals for major growth projects.
3. Ensures that division and central department short- and long-range planning is accomplished in accordance with approved schedules and requirements; ensures inter-organization information exchanges essential to properly integrated planning.
4. Correlates and consolidates division and central department plans into the overall corporate plan; evaluates fund requirements, profitability, rate of return, and budget needs.
5. Develops an effective program for continuously updating plans; maintains progress measurements to show financial performance in relation to established goals.
6. Provides assistance to division general management in the preparation of major capital appropriation requests.
7. Prepares financial evaluations of proposed capital expenditures from overall company business position; reviews for conformance to the financial requirements of established forward plans.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director, Central Planning and Evaluation

8. Provides special planning assistance and support to the Corporate Development Committee.
9. Prepares and presents studies and reports on special commercial and economic evaluations as requested.
10. Maintains contact with outside company officers, specifically long-range planners, in the chemical and other industries to update knowledge of planning innovations.
11. Provides economics background for divisions and central departments as requested for use in forward planning activities.
12. Consolidates and distributes the forward plans of divisions and departments into the corporate Five Year Plan book after executive approval; maintains the Five Year Plan books on a current basis through timely incorporation of significant changes.
13. Develops a central data and information system for display and recall of corporate and product results.

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TOWOLDMON0019715

POSITION TITLE Director of Central Distribution Department

REPORTS TO Vice President, Administration

FUNCTION

Administers and coordinates all activities concerned with the movement of raw materials, products and supplies. Directs all activities of the Central Distribution staff; exercises functional supervision of traffic personnel at all plant locations. Coapproves, with concerned members of operating management, personnel assignments in his functional area of responsibility.

DUTIES

1. Directs negotiations with transportation companies and car leasing companies for rates, track leases, tank and hopper cars, tank and hopper trucks, water movement and other transportation requirements.
2. Ensures movement of goods, materials and supplies at the lowest cost applicable for the required transportation service.
3. Directs the operation of and interprets rates, rules and regulations covering all phases of transportation in precise terms and ensures compliance throughout the company; exercises functional direction of traffic personnel at all Monsanto locations.
4. Supplies correct freight classification for bills of lading; provides routing via most economical mode of transportation and effects payment of proper freight charges.
5. Cooperates with Accounting and divisional authority in setting up and maintaining a system for identifying and segregating distribution cost items to permit analysis for cost reduction and profit improvement through optimum distribution and marketing techniques.
6. Administers and conducts all liaison with the Interstate Commerce Commission and state transportation regulatory bodies in interpreting law, rates, rules and regulations covering all phases of transportation and applicable governmental regulations. Maintains required tariff file and rate quotation and rate audit service for the company.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Central Distribution Department

7. Plans and coordinates with the divisions and concerned departments the selection, location and management of terminals and warehouses for the efficient storage and distribution of finished goods.
8. Provides specialist consulting advice and development service and keeps the various units of the company informed on:
 - a. Package specifications required under Interstate Commerce Commission regulations for the transportation of all hazardous commodities and by Consolidated Freight Classification Committee for non-hazardous commodities.
 - b. New developments in packages, packaging machinery and associated activities.
 - c. Opportunities for effecting cost reduction in packaging.
 - d. New developments in materials handling and storage layout.
9. Keeps the divisions, the coordinator, Corporate Identity and other concerned units of the company informed on labeling and placarding regulations and related federal, state and municipal laws and ensures the divisions' compliance; participates in the development of labels for new products and continually reviews existing labels for compliance with changes in the law, new product claims, new uses, new hazards and new antidotes.
10. Improves performance and profitability of company-owned and leased distribution facilities; directs the management of outside, leased warehouse facilities.
11. Defines and audits compliance with state and federal regulations governing private carriage.
12. Establishes and trains the required staff and reviews the budget allocation for local plant units responsible for carrying out Central Distribution Department responsibilities.
13. Provides assistance and counsel, when necessary or desirable, for establishing divisional distribution systems and improved procedures for physically maintaining inventories, compatible with divisional internal needs.
14. Carries out forward planning to predetermine transportation and distribution needs in keeping with planned company growth.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE General Counsel and Director of Law Department

REPORTS TO Vice President, Administration

FUNCTION

Serves as the general counsel and chief legal advisor of Monsanto Company. Directs all legal and legislative activities of the company and its domestic and international subsidiaries, except those activities dealing with patents, trademarks, copyrights and taxes. Co-approves, with concerned members of operating management, personnel assignments in his functional area of responsibility, where appropriate.

DUTIES

1. Counsels and advises the Board of Directors, the chairman, the president and company management, divisions, central departments and all other parts of the company and its subsidiaries on legal and legislative aspects of their activities, present and proposed; carries out responsibilities within the limits of approved budget.
2. Directs the legal activities of and establishes and administers policies guiding personnel performing law work at all locations.
3. Directs the handling of all litigation and proceedings before government regulatory and quasi-judicial agencies.
4. Counsels and advises with respect to and is responsible for the coordination of all legislative activities; directs and controls Monsanto activities with regard to federal legislation and coordinates contacts with all branches, agencies and personnel of the U. S. Government except for matters dealing with patents, sales, technical matters, trademarks, copyrights and taxes. Keeps the director, Governmental and Civic Affairs informed.
5. Counsels and advises with respect to and participates in negotiations with third parties.
6. Directs the handling of legal matters connected with the acquisition of new businesses and companies, participation in joint ventures and the formation and dissolution of subsidiaries and associated companies.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE General Counsel and Director of Law Department

7. Carries responsibility for all domestic and international anti-trust matters, including:
 - a. Counselling and advice on matters involving application of the U. S., state and foreign antitrust laws.
 - b. Formulating company antitrust compliance programs and supervising company activity in connection with investigations instituted by federal or state governmental agencies or legislative groups.
 - c. Distributes memoranda and conducts seminars explaining basic antitrust rules to marketing and management personnel.
8. Counsels, advises and is responsible for handling all legal matters pertaining to:
 - contracts and agreements,
 - compliance with governmental laws and regulations,
 - forms of licensing arrangements,
 - arrangements for financing,
 - third-party liability claims,
 - labor law,
 - labeling requirements,
 - credit arrangements,
 - corporate law, and
 - real estate transactions.
9. Reviews and passes upon:
 - a. Contracts, purchase orders, leases and agreements except:
 - (1) sales contracts entered into on approved forms, and
 - (2) purchase, maintenance and construction contracts and orders on approved forms involving amounts less than limits established by him.
 - b. Sales, purchase and acknowledgement forms.
10. Prepares corporate documents, including amendments to certificate of incorporation and By-laws, qualifications to do business; handles issuance and retirement of debt and equity securities; and directs handling of matters with Securities and Exchange Commission, including preparation and filing of registration statements and prospectuses, and filings and proceedings with securities exchanges in the United States and abroad.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE General Counsel and Director of Law Department

11. Employs outside counsel and directs their activities except counsel retained for tax, patent and/or trademark and copyright purposes.
12. Serves as secretary of Monsanto Company pursuant to election by the Board of Directors; serves as a member of the Governmental Affairs Committee.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Secretary, Monsanto Company

REPORTS TO Board of Directors and President

FUNCTION

Serves as secretary of the corporation. Directs all activities of that office pursuant to company By-laws and instructions of the Board of Directors or president.

DUTIES

1. Attends all meetings of the board and of the shareowners and records all votes and the minutes of all proceedings; prepares resolutions; performs like duties for standing committees, when required.
2. Gives, or causes to be given, notice of all meetings of the shareowners and of the board and performs such other duties as may be prescribed by the board or president.
3. Prepares, files with Securities and Exchange Commission and distributes to shareowners proxy statements for shareowner meetings and processes returned proxies; corresponds with shareowners on corporate matters other than financial.
4. Supervises the operation of the company's Stock Records Office, including the maintenance of an up-to-date file of all shareowner accounts, containing names, addresses and certificate detail, for use in disbursement of cash and stock dividends, mailing of shareowner reports, solicitation of proxies, and furnishing of data for company, shareowner and governmental purposes; carries responsibility for issuing stock dividends and handling the record keeping and other administrative work with respect to the executive stock option plans of the company.
5. Supervises the work of the company's transfer agents and registrars and is responsible for relations with the New York Stock Exchange and other securities exchanges in the United States and abroad.
6. Maintains custody of all major domestic and international corporate documents, contracts and agreements.
7. Maintains custody of the corporate seal and affixes it to agreements and instruments as required.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE **Secretary, Monsanto Company**

8. Investigates and takes action on behalf of the company with respect to high-risk security problems and violations that may develop in connection with sensitive company information.
9. Prepares for company use a guide containing principal facts on subsidiary, associated and affiliated companies.
10. Approves retention schedules for company records. Reviews effectiveness of records retention programs as carried out within the divisions and central departments as specified under the Records Management policy (D-II-2).
11. Serves as the corporate executive for Monsanto concerned with policy related to physical security of the company's research, manufacturing, administrative and sales sites.
12. Appraises the risk exposure of all units of the company and its subsidiaries to loss of trade secrets and other assets. These appraisals should be scheduled on a frequency not greater than bi-annually.
13. Where indicated, recommends security measures designed to reduce the level of exposure to the loss of trade secrets and other assets.
14. Where a risk appraisal suggests the opportunity, recommends alterations in security measures, the consolidation of security measures with other housekeeping functions, automation, and changes in administrative procedures designed to reduce cost while at the same time preserving an optimum level of security.

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TOWOLDMON0019722

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Advertising and Market Development
Department

REPORTS TO Vice President, Marketing

FUNCTION

Directs, plans, and administers advertising and sales promotion service for the company worldwide and evaluates all related programs. Assists the vice president, Marketing in development of innovative and aggressive marketing plans and procedures.

DUTIES

1. Fosters profitable growth for Monsanto through use of advertising and sales promotion at corporate and divisional levels.
2. Secures marketing and promotional objectives from each division and develops plans to meet these objectives.
3. Coordinates advertising activities of the company; appoints advertising agencies and consultants.
4. Evaluates the results of advertising and promotion programs against established objectives.
5. Keeps informed of the kinds and quality of marketing and marketing research services available from the outside agencies, public and private, and advises the company and divisions on the use of such services.
6. Designs and produces such advertising and promotion materials as literature, direct mail, displays, signs and exhibits.
7. Advises the divisions and the Distribution Department in all design and appearance aspects of packaging; carries responsibility for the accurate design aspects of all uses of Monsanto's trademarks.
8. Ensures that Monsanto presents a consistent, unified and positive image to its customers and other publics through the administration of the company's Corporate Identity program. Maintains and distributes the Corporate Identity Manual for the vice president, Marketing.
9. Seeks and evaluates innovative marketing plans and methods and makes recommendations to appropriate divisional and corporate management.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE **Director of Advertising and Market Development
Department**

10. Studies and recommends the location of new sales offices and facilities and initiates studies related to the relocation of present marketing facilities in an effort to reduce costs and maximize efficiency based upon the marketing requirements of the operating divisions.
11. Periodically reviews the company's customer service center locations and the territories served by them to optimize Monsanto's customer order and inquiry service in the fields; coordinates any proposed changes with the operating divisions.
12. Carries out responsibilities within established budget limitations.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director, Governmental and Civic Affairs

REPORTS TO Chairman of Governmental Affairs Committee

FUNCTION

Maintains favorable governmental relations climate for Monsanto at the federal level through activities of the Washington Office. Serves as senior executive at the Washington location. Brings to the attention of various levels of Monsanto management legislative and other federal governmental activities, in effect or proposed, which may affect Monsanto and recommends appropriate action. Develops and recommends company policy in the areas of governmental and civic affairs. Provides advice and assistance to other elements of the company regarding matters with the federal government.

DUTIES

1. Maintains a favorable governmental relations climate for Monsanto at the federal level through activities of the Washington Office and personal contact with appropriate federal government officials and members of Congress. Enlists participation of and assists any members of the Monsanto organization who may be helpful in accomplishing or furthering company objectives in this area.
2. Serves as the senior executive at Washington D.C. and provides administrative supervision to personnel assigned to the Washington Office; directs the activities of the director, International Trade and Tariff Policy, and U.S. Government sales representatives.
3. Develops and recommends company policy in the areas of governmental and civic affairs. Supervises and coordinates the activities of the regional governmental and civic affairs managers; delegates to them primary responsibility for dealing with state governments and for working with plant and district office personnel at state and local levels.
4. Provides contacts and administrative direction to promote the sale of company products to governmental agencies including, where appropriate, agencies of foreign governments.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director, Governmental and Civic Affairs

5. Provides support to the divisions in solving trade export/import problems and in analyzing the possible results of pending or proposed action, in the area of barriers to international trade; and where appropriate, presents the Monsanto position with regard to trade and tariff matters to agencies of the federal government and to trade and manufacturers' associations.
6. Reports monthly governmental and civic affairs activities (and provides general memoranda on matters of special interest) with copies to the president, the chairman of the board, the general counsel, to other members of management as and when appropriate, and to the members of the Governmental Affairs Committee.
7. Serves as a member and as secretary of the Governmental Affairs Committee; arranges for meetings, not less frequent than quarterly, and prepares required agenda.

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TOWOLDMON0019726

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Patent Department

REPORTS TO Vice President, Technology

FUNCTION

Directs the company's patent, trademark and copyright activities and provides counsel to wholly-owned and associated domestic companies and international subsidiaries. Protects the company's technical information estate, ensures the development of a company patent and trademark estate and recommends the profitable exploitation thereof. Coapproves, with concerned members of operating management, personnel assignments in his functional area of responsibility.

DUTIES

1. Directs patent, trademark and copyright activities throughout the company.
2. Prepares, prosecutes and obtains all patents, trademark and copyright registrations.
3. Carries responsibility for all litigation involving patents, trademarks, trade names and copyrights.
4. Consults on all matters concerning the acquisition, sale or licensing of technical information, patents and trademarks by parent company, domestic and international subsidiaries.
5. Prepares all contracts and licenses pertaining primarily to rights under patents, trademarks and copyrights and technical information; whether such rights are being acquired or conveyed. Coordinates nontechnical aspects of such contracts and licenses with the appropriate central departments and coordinates the corporate legal aspects of such actions with the Law Department.
6. Approves the release of any technical information prior to its being published or given out.
7. Reviews patent, trademark and technical information aspects of agreements relating primarily to other matters.
8. Counsels and advises company and subsidiary management on patent, trademark and copyright matters.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Patent Department

9. Ensures proper use of trademarks and trade names in correspondence, labels, advertising and related usage media.
10. Reviews and makes proper disposition of unsolicited suggestions received from outside the company; handles any necessary negotiations with such suggestors prior to further action by the company.
11. Assists all units of the company, upon request, in any negotiations concerning technical matters.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Public Relations Department

REPORTS TO Vice President, Administration

FUNCTION

Directs, plans and administers complete professional public relations service to all elements of Monsanto on a worldwide basis and evaluates all public relations projects. Exercises functional direction of the public relations staff at all locations. Coapproves, with concerned members of operating management, personnel assignments in his functional area of responsibility. Ensures that the company communicates with the several publics in a consistent manner with regard to policy, posture, identification and image matters anywhere in the world.

DUTIES

1. Prepares and distributes factual information on Monsanto, within the bounds of the company's security policy, to all pertinent information media.
2. Provides public relations counsel and assistance to all divisions and departments of the company and its subsidiaries and obtains clearance from appropriate units prior to issuance of any information or material resulting therefrom.
3. Provides assistance to the divisions and subsidiary companies in the planning of formal public relations programs and budgets.
4. Assists the president and members of the Executive Committee in the planning and formulation of special communications, speeches and letters.
5. Ensures that factual information on Monsanto is made available to employees promptly by use of proper internal media.
6. Guides and provides assistance in public relations programs of international subsidiaries in conjunction with the International Division.
7. Maintains regional public relations offices for eastern and western areas; provides staff and directs the activities of these regional offices.
8. Selects and directs activities of public relations consultants retained throughout the company and its subsidiaries.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Public Relations Department

9. Provides general supervision of the company's contributions program and other functions of the executive services section.
10. Provides the following specialized services for Monsanto:
 - a. Corporate Public Relations - All external and internal communications designed to further the identity of Monsanto.
 - b. Financial Communications - Annual reports and reviews, quarterly statements, financial press, assistance to the vice president, Central Planning, Evaluation and New Ventures in preparation of material for security analysts.
 - c. Divisional Public Relations - Press relations, special brochures, provision of specialist advice and counsel.
 - d. Community Relations - Plants' city public relations, assistance with special events, assistance to plant managers with press, TV and radio communications.
 - e. Product Publicity (unpaid) - General product releases to newspapers, magazines, radio and TV; trade press releases, product queries, photo releases, assistance at trade shows and exhibits.
 - f. Publications - Monsanto Magazine, assistance on personnel booklets, various newsletters, brochures and pamphlets.
 - g. Photography - Color, black and white, and motion picture service; film library, photo files, Monsanto Newsreel.
 - h. General Internal Communications - Booklets, letters, bulletin board announcements, public relations advice to divisions and departments "rush news service" to plants and offices around the world, material and assistance for plant newspapers and other employee communications.
11. Carries responsibility for clearance of news releases with appropriate central departments, where required, such as Law, Treasury, Accounting and Patent.
12. Keeps the president and other executives of Monsanto informed on matters of public opinion concerning the company.

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TOWOLDMON0019730

Monsanto

C O M P A N Y

POSITION DESCRIPTION

POSITION TITLE **Director of Public Relations Department**

13. Serves as a member of the Governmental Affairs Committee, the Corporate Membership Committee and the Monsanto Fund trustee group.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE **Director of Purchasing Department**

REPORTS TO **Vice President, Administration**

FUNCTION

Responsible for developing, establishing and administering company-wide purchasing objectives, policies and practices and directs all purchasing activities, including the selection of suppliers, the development and maintenance of key vendor relations and negotiations of purchasing contracts and agreements. Plans, builds and develops organizations capable of effectively performing the company's purchasing function worldwide. Coapproves, with concerned members of operating management, personnel assignments in his functional area of responsibility.

DUTIES

1. Directs the procurement of all raw materials (except hydrocarbon crude oil feedstock), equipment, supplies, goods and designated services and utilities and ensures availability at proper point, and at times and in quantities agreed upon with the respective divisions.
2. Develops and implements purchasing programs in coordination with appropriate divisional personnel to accomplish both the objectives of such purchasing programs and the profit goals of the divisions.
3. Strives for and conducts studies in search of lower cost materials, services and supplies.
4. Maintains up-to-date knowledge regarding manufacturing technology, economics and competitive market conditions relating to principal raw material and equipment needs.
5. Submits purchasing contracts to the Law Department for review, as appropriate.
6. Submits all contracts in excess of \$1,000,000 (or which include a provision for liquidated damages or penalties, or lack a price protection clause) to the senior vice president, Operations for approval. (See also policy on page D-II-14.)

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Director of Purchasing Department

7. Directs the company's leasing program for the leasing of equipment by divisions, central departments and subsidiaries under supplier or net finance leases. Coordinates program with the treasurer, responsible for the financial aspects of net finance leases.
8. Supervises, guides and trains Purchasing Department personnel; exercises functional jurisdiction and direction of purchasing personnel throughout all Monsanto organizations.
9. Builds and develops the purchasing organization to ensure its adequacy to discharge the total responsibility as defined.
10. Maintains close liaison between corporate purchasing, the divisional general managers and other central departmental and operating executives.
11. Cooperates with the operating divisions and Central Engineering in forwarding equipment standardization objectives.
12. Keeps currently abreast of advancing purchasing methods and techniques.
13. Assists the operating divisions in maintaining optimum inventories.
14. Develops uniform and systematic corporate commercial relations programs.

POSITION TITLE Treasurer

REPORTS TO Vice President, Finance

FUNCTION

Provides advice and counsel to all segments of Monsanto in all financial matters, including financing, banking, cash management, leasing, currencies and devaluation; and in credit, insurance, stock plans, the financial aspects of employee benefit plans, real property, employee housing and relocation and all tax matters.

Directs custody of company funds and securities and deposits all monies and other valuable effects in the name and to the credit of Monsanto Company in such depositories as may be designated by the Board of Directors. Disburses funds of the company when properly authorized by vouchers prepared and approved by the controller; invests funds of the company as approved by the Board of Directors or the Finance Committee.

Exercises functional direction of all treasury matters in domestic and international subsidiaries, regardless of organizational implementation. Develops and/or recommends financial policy subject to the approval of the Finance Committee. Coapproves, with concerned members of operating management, personnel assignments in his functional area of responsibility.

DUTIES

1. Directs worldwide treasury activities of the company and member companies, establishes treasury procedures and ensures their implementation; carries out the treasury function within the limits of established budget; shares responsibility for the appointment of the chief financial officer and the maintenance of a proper treasury staff in all subsidiaries.
2. Renders to the president, the Finance Committee and the Board of Directors, upon request, an account of all transactions as treasurer.
3. Assures the safe custody of the funds and securities of the company and deposits all monies and other valuable effects in the name of and to the credit of Monsanto Company, or its subsidiaries, in such depositories as may be designated by the Board of Directors or the Finance Committee.

Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Treasurer

4. Selects depositories where delegated by the Finance Committee.
5. Disburses company funds when properly authorized by vouchers prepared and approved by the controller.
6. Makes decisions and arranges for the movement of cash, as required, among the entities making up greater Monsanto as authorized by the Executive Committee, Finance Committee and/or the Board of Directors.
7. Invests funds of the company as approved by the Finance Committee.
8. Negotiates and arranges financing for parent company and all subsidiaries, as directed by the Finance Committee; serves as president of Monsanto International Finance Company.
9. Responsible for the administration and approval of guaranteed, third-party loans and business investments as directed by the Executive Committee, Finance Committee and/or the Board of Directors.
10. Participates and assists in the development of forecasts of cash position; develops plans to meet cash needs.
11. Analyzes devaluation exposure and recommends appropriate action to the Executive Committee and/or Finance Committee; responsible for appropriate protective action.
12. Approves all transactions to be made in currencies foreign to the country in which a subsidiary company is incorporated or based.
13. Works concurrently with operating management in the divisions, central departments and subsidiaries in the development of project data in order that financial information is available to the Executive Committee, Finance Committee and/or the Board of Directors when a project is submitted for approval.
14. Acquires all treasury stock for any corporate purposes, as directed by the chairman of the Finance Committee.
15. Responsible for extending customer credit and establishing maximum limits; collects resulting accounts receivable; approves the write-off of uncollectible accounts.
16. Administers the program for purchase, sale or lease of real property, including approval of contracts and negotiations (excluding property for Hydrocarbons and Polymers Division).

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POSITION TITLE Treasurer

17. Negotiates for funds for all financial leases as provided in the established leasing policy.
18. Controls all insurance activities, including:
 - a. Analysis and evaluation of exposures to loss.
 - b. Determination of extent to which such exposures should be protected by insurance in conjunction with determination of extent of company's ability and willingness to self-assume and self-insure losses.
 - c. Administration of a program for purchase of desired insurance.
 - d. Determination of filing, preparation, adjustment, settlement and collection of claims. (Third-party, liability claims, including workmen's compensation, are settled in cooperation with the Law Department.)
19. Administers employee stock purchase plan.
20. Responsible for the financial aspects (for formulation and administrative aspects, see director, Central Personnel Department position description) of employee benefit programs, including:
 - a. Determination of degree and method of funding of pension obligations.
 - b. Determination of degree of insurance and/or self-assumption of risk for group or other employee related insurance.
 - c. Recommends insurance companies and/or trustees for employee benefit programs subject to the approval of the Executive Committee and/or Finance Committee and/or Board of Directors.
 - d. Negotiation and responsibility for all appropriate group or other insurance contracts, trust agreements or retirement annuity contracts involving financial institutions or related groups. Handles revisions as required.
 - e. Analysis of cost and other financial and tax implications, including underlying assumptions, of existing and proposed programs.
 - f. Making appropriate recommendations and advising and counseling those charged with administration of employee benefit programs and those evaluating new proposals of the financial impact of such programs.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Treasurer

- g. Coordinating treasury matters involving employee benefit programs with the Central Personnel Department, as appropriate.
- 21. Maintains contacts with the financial community as assigned by the vice president, Finance.
- 22. Maintains direct and continuing contact with consulting actuaries on actuarial and other financial matters.
- 23. Works with pension funding agencies to obtain best possible results from annuity contracts and optimum investment performance in trustee funds.
- 24. Coordinates industrial and commercial real property activities for the company and subsidiaries and recommends and/or approves within established limits the purchase, sale or lease of real property, including offices, warehouses, unimproved industrial land, etc.
- 25. Directs all tax matters, including:
 - a. Filing of tax returns and payment of taxes.
 - b. Determining the company's tax liabilities and accruals.
 - c. Negotiating with tax authorities on assessment, extensions, abatements, refunds, penalties and agreements.
 - d. Responsibility for company tax matters with outside officials, trade associations and tax committees.
 - e. Interpreting and implementing the internal revenue code and other tax laws, regulations, rulings on tax cases and administrative practices as they may affect the company's tax position.
 - f. Advising officers, committees, divisions, central departments and subsidiaries on tax implications of proposed transactions and policy decisions, including acquisitions, mergers, formation and dissolution of subsidiaries.
 - g. Administering appeals, negotiations of settlements of contested claims and resolution of tax controversies, including tax litigation.
 - h. Employing and supervising outside tax consultants and counsel.

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Monsanto

COMPANY

POSITION DESCRIPTION

POSITION TITLE Treasurer

- i. Obtaining tax rulings for the company.
 - j. Coordinating tax legislative matters.
 - k. Formulating and implementing approved tax policy.
27. Serves as a member of the Corporate Membership and Retirement Plan Committees.

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