

# Monsanto

FROM (NAME & LOCATION) C. O. Hoyer

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DATE : October 2, 1968

CC:

SUBJECT : Management Guide

REFERENCE :

TO : Holders of the Management Guide

Attached are updated pages dated 9/68 for several sections of the Management Guide. Following is a summary of the changes:

|                                                                |                                                                                                                                                                                                     |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| C-I-5                                                          | Name Change                                                                                                                                                                                         |
| C-I- 9                                                         | Name Change                                                                                                                                                                                         |
| C-I-10                                                         | Name Change                                                                                                                                                                                         |
| C-IV-4 & 5<br>Controller                                       | Revised                                                                                                                                                                                             |
| C-IV-9 & 10<br>Director of Central Engine-<br>ering Department | Revised                                                                                                                                                                                             |
| C-IV-15<br>Director of Central Person-<br>nel Department       | DUTIES are added in the area<br>of Department of Defense and<br>Atomic Energy Commission security<br>clearances and related govern-<br>mental security matters.                                     |
| C-IV-23 & 24<br>Director, Planning and<br>Evaluation Analysis  | A title change                                                                                                                                                                                      |
| C-IV-27 & 27<br>Director of Central<br>Distribution Department | Revised                                                                                                                                                                                             |
| C-IV-30<br>Vice President and General<br>Counsel               | Revised to reflect added res-<br>ponsibilities, and to reflect<br>the separation of the position<br>of Vice President and General<br>Counsel from the organic struc-<br>ture of the Law Department. |
| C-IV-31 & 32<br>Director of Law Department                     | Title change and other revisions.                                                                                                                                                                   |

C-IV-34 & 35  
Corporate Secretary

A title change, and revised statement of DUTIES.

C-IV-37, 38 & 39  
Director of Management  
Information and Systems  
Department

Revised expression of  
FUNCTION and DUTIES; - sub-  
stance is substantially  
unchanged.

C-IV-42 & 43  
Director of Advertising  
and Market Developments  
Department

Revised statement of the  
FUNCTION

C-IV-46 & 47  
Regional Vice President,  
Governmental and Civic Affairs

A title change.

C-IV-56, 57 & 58  
Director of Public Relations  
Department

No change - space realignment  
only.

C-IV-62  
Director of Purchasing  
Department

Revised to reflect a change in  
the requirement to submit pur-  
chasing contracts to the Senior  
Vice President for approval.  
The change is from "... an  
excess of \$1,000,000..." to  
"... a total expenditure of  
\$2,000,000 or more..."

C-IV-72  
Vice President and Director  
of Corporate Profit Improvement

Deleted

D-I-14 & 14.1

Wording Change

Henceforth, John N. Ehlers, Assistant to the President will  
be responsible for maintaining the Management Guide. He will  
be assisted in this effort by Thomas F. Parks, Corporate  
Security Manager, of the Corporate Secretary's Office.

C. G. Hower

# Monsanto

COMPANY

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.
11. Studies and considers as requested or assigned 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.
13. Requests from concerned operating divisions and the controller reports of actual financial results experienced compared to estimates used in the economic justification of capital projects in commercial operation of one year or more. Reports results of such performance success to the president.

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## CORPORATE DEVELOPMENT COMMITTEE

Edward J. Bock, Chairman

H. Harold Bible  
John L. Christian  
John L. Gillis

Edwin J. Putzell  
Charles H. Sommer  
Monte C. Throdahl

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John N. Ehlers, Secretary

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# **Monsanto**

COMPANY

## EXECUTIVE COMPENSATION COMMITTEE

Reports to: The Board of Directors

### FUNCTIONS

1. Studies and recommends to the Board of Directors establishment and/or modification of executive compensation plans and programs including salaries, bonuses, stock options and other incentive compensation, retirement and other benefits, to insure that the company maintains a competitive position, attracts and retains individuals of exceptional ability and provides for motivation of such personnel.
2. Keeps cognizant of the established company wage and salary plan structure, guidelines and procedures.
3. Approves programs and procedures for the administration of executive incentive compensation plans approved by the Board of Directors.
4. Recommends to the Board of Directors all company officers salaries.
5. Authorizes under company incentive plans grants to officers, and after recommendation by the President, to employes, and reports summary of such grants semi-annually to the Board of Directors.
6. Reviews periodically performance reports of all company executive compensation programs it causes to be developed and reports to the Board of Directors as to performance of the programs outlined in (1) above.
7. A secretary shall be appointed and all actions and proceedings of the committee shall be recorded.

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### EXECUTIVE COMPENSATION COMMITTEE

Charles A. Thomas, Chairman  
Dillon Anderson D. R. Calhoun

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E. W. Dwyer, Secretary

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# Monsanto

COMPANY

## 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 budgets 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.
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## BUDGET COMMITTEE

|                          |                   |
|--------------------------|-------------------|
| Edward J. Bock, Chairman |                   |
| H. H. Bible              | Edwin J. Putzell  |
| John L. Christian        | Charles H. Sommer |
| John L. Gillis           | Monte C. Throdahl |
| Finis Morgan             |                   |

Lewis F. Steinbach, Secretary - Francis A. Stroble, Alternate Secy.

## 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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# Monsanto C O M P A N Y

## SALARY COMMITTEE

William B. Daume, Chairman  
H. Harold Bible                      John L. Gillis  
John L. Christian

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William I. Tierney, Secretary

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## RETIREMENT PLAN COMMITTEE

Reports to: President

### 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.
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.

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## RETIREMENT PLAN COMMITTEE

William B. Daume, Chairman  
H. Harold Bible                      \*Patrick J. Dowd  
Rodney Harris, Jr.                      Thomas K. Smith  
                                                 William I. Tierney

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Albert B. Hughes, Secretary

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\*Alternate, Norvel G. Jones

POSITION TITLE    Controller

REPORTS TO        Vice President, Finance

FUNCTION

Serves as the principal officer in charge of the accounts of the company worldwide. 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. Provides, analyzes and interprets financial and economic information to aid management in planning, controlling and operating the business. Exercises functional direction of accounting personnel wherever located and co-approves, with concerned members of operating management, personnel assignments in his functional area of responsibility.

DUTIES

1. Establishes all accounting policies, procedures and practices; gives direction for their use and implementation throughout the company and its member companies subject to limitations of company by-laws, the Board of Directors, the president, and vice president-finance.
2. Provides full and accurate account of receipts and disbursements in books of the company.
3. Satisfies corporate management's needs for operating information by initiating needed reports, measurements or special business analyses.
4. Prepares corporate financial statements and relative information as required by management, shareowners, government agencies, etc.
5. Contributes to more effective management at all levels of the company by developing or encouraging the development of business information reporting which best fits the needs of decentralized business management while meeting statutory reporting requirements.
6. Responsible for the company's budget program and implementation, forecasts, and estimates relating to operations, capital expenditures and cash requirements.
7. Participates in preparation of construction and investment program and issuance at conclusion of programs of performance reviews. Aids and counsels divisions in preparation of major appropriation requests.

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POSITION TITLE    Controller

8. Responsible for establishing adequate controls for the preservation of the company's assets and their proper statement in records of account.
9. Maintains eternal vigilance for cost or profit improvement opportunities and, where appropriate, takes necessary action to achieve the savings, either directly or through others.
10. Responsible for operation of certain centralized accounting functions (such as Personnel Accounting, Sales Accounting, Accounts Payable, etc., and any additional work or activity of this nature) which can be done better and more economically on a centralized basis.
11. Develops and designs information systems as they relate to the work being done in the Department.
12. Provides advice, counsel and direction as needed to division personnel in all areas of accounting, business analysis and control, and financial information systems.
13. Serves as Secretary-Budget Committee.

# Monsanto

COMPANY

## POSITION DESCRIPTION

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 (participating at early stages with business groups or project planning boards); 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

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POSITION TITLE Director of Central Engineering Department

observed and adhered to in the design and construction of all major projects.

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.

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. Ensures compliance with security and secrecy regulations prescribed by U.S. governmental agencies, including the Department of Defense and the Atomic Energy Commission pertaining to the company's governmental contracts and agreements.
18. Provides the corporate office through which United States security clearance is obtained, where required for Monsanto employees; maintains records of such clearances.
19. Serves as chairman of the Salary, Retirement Plan, Headquarters Site Administration and Office Standards Committees.

POSITION TITLE    Director, Planning and Evaluation Analysis

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.

# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE    Director, Planning and Evaluation Analysis

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.

# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE Director of Central Distribution Department

REPORTS TO Vice President, Administration

### FUNCTION

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

### DUTIES

1. Directs the evaluation and negotiation of rates and service, selects carrier and route, conducts the household goods moving program, and supports required extensions of carrier operating authority. Provides the following transportation services: rate quotation, transportation tariff interpretation, determination of shipping classification, freight charge audit, claims collection, emergency tracing and expediting, shipment reconsignment, track lease and service agreement negotiation, US flag tanker management.
2. Directs negotiations for the lease or purchase of transportation equipment. Administers the following equipment related services: fleet inventory, activity and earnings audit; routine publication and follow-up for lease termination, scheduled shopping and painting; and the inter-divisional equipment transfer and early lease termination of surplus equipment.
3. Cooperates with operating management in the staffing, training, performance measurement and functional direction of plant traffic personnel.
4. Directs the negotiation of rates and services required of public warehouses and terminals and provides the following services related to packaging, materials handling, warehouses and terminals; package performance and cost evaluation, package design for optimum cost and product protection, corporate distribution center development and management, major off-plant storage facility inspection and risk evaluation, and consultation including structural and equipment specification for warehouses and terminals, materials handling systems, dock layout, stock layout, order picking systems and related paper work and communication systems.

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# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE Director of Central Distribution Department

5. Directs the resolution of new technical labels and obtains required Federal and state product registration. Conducts a continuing review of labels to ensure legal compliance, liability reduction, and conformity with corporate identity goals.
6. Interprets and ensures compliance with transportation, package and label law requirements. Maintains liaison with the Department of Transportation, the Interstate Commerce Commission, the Federal Maritime Commission, the Coast Guard, state regulatory agencies, and interprets their regulations.
7. Develops and initiates broad distribution policies and promotes central department, division, and plant coordination in distribution matters. Carries forward a continuing program for computerized assembly and presentation of distribution activities and costs. Introduces new developments in physical distribution and ensures the adoption of proven techniques across divisional and plant lines. Standardizes nomenclature, forms, procedures and methods used in physical distribution management throughout the company.
8. Prepares short- and long-range plans involving transportation and warehousing activities to accommodate and meet company needs and objectives.

# Monsanto

COMPANY

POSITION TITLE Vice President and General Counsel

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POSITION DESCRIPTION

REPORTS TO President

## FUNCTION

Serves as the General Counsel and chief legal advisor of the company.

## DUTIES

1. Counsels and advises the Board of Directors, its Committees and company management on legal matters; supervises the Director of the Law Department.
2. As member of the Corporate Development Committee, performs such duties as may be specified from time to time by the president. Has primary responsibility for supervision and coordination of company activities with respect to proposed acquisitions and joint ventures. (See D-I-12 - 14. President's Delegate)
3. Serves as member of the Corporate Development, Budget and Government Affairs Committees.

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POSITION TITLE Director of Law Department

REPORTS TO Vice President and General Counsel

FUNCTION

Responsible for handling all legal matters and directs all related activities except those relating to patents, trademarks, copyrights and taxes, involving the company and its domestic and international subsidiaries. Carries out responsibilities within the limits of an approved budget.

DUTIES

1. Counsels and advises divisions, central departments and other parts of the company and its subsidiaries on legal matters, including the structure of new ventures and other projects relating to the company's continued growth, as well as preventive law work.
2. Administers policies, practices and procedures for handling legal matters affecting the company.
3. Directs the legal activities of personnel performing law work at all locations.
4. Counsels and advises and is responsible for handling of legal matters pertaining to:
  - the acquisition and formation of new businesses, joint ventures and subsidiaries;
  - antitrust laws;
  - corporate and securities law;
  - financing, issuance of securities and credit arrangements;
  - contracts and agreements;
  - litigation and proceedings before government regulatory and quasi-judicial agencies;
  - labor law problems and legal aspects of employee benefits;
  - real estate transactions, including those involving oil and gas and other minerals.

**Monsanto**  
C O M P A N Y

POSITION DESCRIPTION

POSITION TITLE Director of Law Department

- third-party liability claims;
- compliance with governmental laws and regulations; new legislation.
- 5. Employs outside legal counsel and directs their activities except those retained on patent, trademark, copyright and tax matters.
- 6. Serves as member of Retirement Plan Committee.

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# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE    Corporate Secretary

REPORTS TO        President and Board of Directors

### 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 of Directors and of the share-owners; prepares notices, resolutions and minutes of such meetings; performs like duties for standing committees, when required.
2. Reviews, approves and distributes proxy statements for shareowner meetings, corresponds with shareowners on corporate matters other than financial.
3. Supervises the operation of the company's Stock Records Office, including the maintenance of an up-to-date file of all shareowner accounts for use in disbursement of cash and stock dividends, mailing of shareowner reports, solicitation and processing of proxies, and furnishing of data for other purposes; handles the administrative work for the executive stock option plans of the company.
4. 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.
5. Maintains custody of all major corporate documents and agreements; maintains custody of the corporate seal and affixes it to agreements and instruments as required.
6. Maintains for company use a guide containing principal facts on subsidiary, associated and affiliated companies.
7. 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).
8. Serves as Monsanto's corporate executive concerned with policy related to physical security of company facilities.

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# **Monsanto**

COMPANY

## **POSITION DESCRIPTION**

**POSITION TITLE** Corporate Secretary

9. Appraises the risk exposure of all units of the company and its subsidiaries to loss of trade secrets and other assets; where indicated, recommends security measures designed to reduce the level of such risk exposure.
10. 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.

POSITION TITLE Director of Management Information  
and Systems Department

REPORTS TO Vice President, Administration

FUNCTION

Directs the Management Information and Systems Department in the development and operation of comprehensive information processing systems essential to the corporation's continuing growth and profitability. In close cooperation with divisional and central department management, creates and develops systems for the acquisition, processing, analysis and communication of information which will facilitate management decision making at all levels and which contribute to improvement of the company's competitive position. Makes available to operating and executive management the full range of management science techniques to further aid in the decision making process.

Directs the department's efforts to provide, throughout the company, effective technical computation and data processing, business systems services, management science capabilities, high quality, responsive, cost-effective computer production and communications services (excluding mail and printed media), and microfilm systems and techniques.

Exercises worldwide responsibility for the selection and acquisition of computer and peripheral equipment, communications and data transmission hardware and has administrative responsibility for the operation of computation centers at the general offices, regional centers in North America and Europe and selected plant sites throughout the company.

Conducts a continuous program of education for all levels of Monsanto personnel covering a broad spectrum of activities associated with the technology of systems, computers and communications.

DUTIES

1. Plans and develops major programs and procedures for the effective coordination of functions and administration of the MISD. Orients MISD effort toward profit improvement through better business systems and more effective information processing.

# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE    Director of Management Information and Systems  
Department

2. Plans and coordinates business, management science, and technical computation functions and data processing and communications operations at the headquarters, regional and selected plant sites. Exercises administrative or functional direction over computer, data processing and communications systems and equipment throughout the company.
3. Directs the coordination of division and plant data processing and communication operations with the MISD data processing and communication operations and/or overall company requirements.
4. Directs data processing research activities, including analysis and solution of operating problems using data processing applications, design and installation of data processing systems, supervision of programming of computer applications, analyses using management science techniques and maintenance of a central information service for long-range planning and research into improved systems.
5. Directs communications systems research activities, including analysis and solution of operating problems, design and installation of communications systems, supervision of programming of communication systems applications and maintenance of a central information service for long-range planning and research into improved systems.
6. Develops forward management information systems planning in keeping with planned company growth; develops policy recommendations regarding acquisition, usage and operating standards for the company's data processing activities.
7. Consults with appropriate division and central department executives in the development, evaluation and use of uniform and effective management information and the application of multi-purpose basic company records and business data for the solution of company management problems.
8. Consults with appropriate division and central department executives in the development, evaluation and use of applied mathematical techniques to assist in the solution of company problems.
9. Consults with, advises and provides support to manufacturing engineering, research and marketing representatives in the development of systems and application of data processing and mathematical techniques and communication systems for effective solution of technical and scientific problems and applications

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# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE Director of Management Information and Systems  
Department

to manufacturing processes, quality control and other operating analysis and control areas.

10. Consults with appropriate division and central department executives in the development, evaluation and use of communications systems to meet the needs of the company.
11. Establishes codification, procedural and programming standards to be used uniformly throughout the company where necessary to serve corporate purposes; educates and instructs personnel throughout the company in understanding and use of such standards where required.
12. Serves as a clearinghouse for all data processing systems groups in Monsanto by preparing and maintaining a catalog of all existing Monsanto computer and data processing systems applications in terms of basic purpose, description, time, frequency, major input and output, and benefits.
13. Reviews and approves the schedules and implementation priorities of data processing and communications systems at all company locations. Approves, after evaluation, acquisition of major items of data processing equipment and communications hardware.
14. Approves all company requests for acquisition of data processing, computational and communication facilities including contracts for service bureau use, serves as the principal company contact with vendors of data processing and communications equipment and services; obtains required licenses for operation of company owned or leased radio communications systems.
15. Develops personnel of excellent quality in the fields of operation of the Management Information and Systems Department.
16. Works with the divisions and central departments on personnel actions related to systems people with a view toward increasing the effectiveness of planning and deploying such manpower in the company.
17. Establishes necessary safeguards for the protection and conservation of corporate assets, records and information in the MISD.
18. Carries out other duties and responsibilities, as required, for the effective administration and operation of the MISD.

# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE Director of Advertising and Market Development  
Department

REPORTS TO Vice President, Administration

### FUNCTION

Directs, plans, and administers corporate advertising and sales promotion programs worldwide and evaluates all related programs. Provides research and promotional services involving corporate marketing. 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.

# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE Regional Vice President, Governmental and Civic Affairs

REPORTS TO Senior Vice President, Commercial

### 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 Regional Vice President, 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.

# 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, other officers and company executives 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.

# **Monsanto**

COMPANY

## **POSITION DESCRIPTION**

**POSITION TITLE** Director of Public Relations Department

12. Keeps the president and other executives of Monsanto informed on matters of public opinion concerning the company.
13. Serves as a member of the Governmental Affairs Committee, the Corporate Membership Committee and the Monsanto Fund trustee group.

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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 committing the company to a total expenditure of \$2,000,000 or more (or which include a provision for liquidated damages or penalties, or lack a price protection clause) to the Senior Vice President, Operations, for approval in accordance with policy stated on page D-II-16.
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.

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# Monsanto

COMPANY

## POSITION DESCRIPTION

POSITION TITLE Director of Purchasing Department

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 group vice presidents, 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.

Specific policy regarding acquisitions and joint ventures:

- A. A prerequisite for consideration of any acquisition or joint venture candidate, either on Monsanto's initiative or from an unsolicited source, is management approval in principle of a written business plan which indicates how such an acquisition or joint venture would contribute to profit growth. The plan, however short, shall be in basic agreement with the company's Corporate Development Plan and with the respective Division Charters & Objectives. It will also show the relationship and need for such an acquisition to round out the business. Such business plan has the endorsement of the Corporate Development Committee and is ultimately approved by the president.
- B. No Monsanto representative has the authority to raise or discuss the subject of acquisition or joint venture with any outside company or party until clearance is specifically granted.
- C. The president's delegate shall be informed by the appropriate division general manager or staff department director (i) before any contact is initiated by a Monsanto employee with any outside party involving discussions in which the Monsanto participant intends to express an interest in an acquisition or joint venture or (ii) immediately upon receipt of any unsolicited inquiry from any outside source concerning Monsanto's possible interest in an acquisition of, or a joint venture with, another organization. The president's delegate will then determine, (based on business plans and other information known to the Corporate Development Committee), whether additional clearance should be obtained in the particular case before such exploratory contact is made with the other party or source. He will determine which divisions should be consulted, if bona fide interest is not already known, for recommendations regarding their interest in the matter. Due regard will be given to the other company's products and the nature of its business, along with that of the division receiving the inquiry, and the broad interest of the New Enterprise Division. The president's delegate will then advise the general manager or staff department head whether the proposed discussions may be held, and the two will agree as to the individual who is to make the initial contacts.
- D. In the case of telephone calls or other personal contacts from promoters or brokers, the caller should be requested not to disclose the name of the company, and the caller's identity should be furnished to the president's delegate; if Monsanto interest appears likely, the person making the inquiry will be asked to sign a suitable "protective" agreement to avoid company liability for unintended finder's fees, other compensation, etc.
- E. In all situations, arising either from internal Monsanto plans or from outside solicitation, where it appears there could be

a Monsanto interest, a "prediscussion" agreement shall be obtained from the other party to permit preliminary discussions to be undertaken and operating and financial data to be obtained without liability or obligations of confidentiality. In general, such discussions are to check the interest of the other party and then to exchange sufficient preliminary information to ascertain whether further discussions or negotiations are in order.

- F. If, after review of the preliminary available information, the division general manager and the president's delegate consider that the proposed transaction merits serious consideration, they will agree upon those individuals who will serve as a team for evaluation and negotiation. In selecting such team, full recognition shall be given to the importance of including experienced staff specialists and appropriate division personnel. In situations of major importance, the president or his delegate may delegate to another corporate officer the responsibility for heading the acquisition or joint venture negotiations for Monsanto and for selecting the team, which will be responsible only to the team chairman for their performance thereon.

Prior to obtaining approval to negotiate, as set forth in paragraph G below, the team will have no authority to make commitment of any kind; it will only gather additional data such as that related to the management, products, financial matters, the competitive situation, technological background and the business attributes which make the proposed transaction of particular potential profitable value to Monsanto.

The information obtained will be reviewed -

- a. by the Law Department for possible antitrust implications, for advice on alternative methods of structuring and handling the transaction, and on the terms and conditions that should be included in any proposal for Monsanto's protection,
- b. by the vice president, Finance, for financial and tax implications, and
- c. by the Patent Department for patent and technological implications.

- G. Before any acquisition or joint venture proposal is made or any negotiations begin, and before any option or other commitment, stated or implied, is made, the appropriate division shall submit a summary and a recommendation through the president's delegate for approval. The summary shall contain a description of the proposed transaction, the underlying business plan (or a reference to a previously approved plan) and the comments and statements of the vice president, Finance, and of the Law

and Patent Departments. The President or his delegates will designate the procedure to be followed for negotiations.

- H. If approval to negotiate is granted, a thorough study will be made of the business, technical, legal, tax and financial aspects of the proposed transaction and a detailed proposal will be prepared as a basis for negotiations with the other party.
- I. Every formal request for management approval of a proposed acquisition or joint venture must be submitted to the president in a form approved for such purpose.

If a proposed acquisition or joint venture involves a total expenditure of more than \$1,000,000, the proposal will be submitted by the president with his recommendations to the Board of Directors for approval. If a proposed transaction involves a total expenditure of \$1,000,000 or less, the president will determine the appropriate need for, the nature and timing of any contracts with the Board of Directors before he approves a commitment by the company with respect to the proposal. In any case, the president will advise the Board at its next meeting of any such proposal approved by him.

Attention is also called to other policy statements relative to acquisitions:

- Acquisition of licenses - D-II-11
- Handling of unsolicited suggestions from outside sources about knowhow, patents or technical information - D-II-11
- Compensation to outsiders for patents and technical information - D-II-12
- Procedures for acquisitions and joint ventures; an NED procedure.
- Acquisition of technology - D-IV-2
- Finder's fee - D-IV-3