

Strategic Affairs Committee Minutes

August 1, 2011
10:30 am - 12:00 pm
Austin, Texas

Committee attendees: Robert Waltz, Nancy Thiex, Ricky Schroeder, Chad Linton, Kent Kitade, April Hunt, Andy Gray, Ken Bowers, Roger Hoestenbach, Linda Morrison, Randy Gordon, Greg Sherwood, Wayne Bomgarden, Richard Sellers, Dave Ailor

1. Review and update of Action Items table

- o By-Laws review: Ken

April to conduct first review, followed sub-committee/full committee review and then forward to lawyer. Motion (Ken/Andy) to seek funds from Board for By-Laws Legal Review up to \$6.5K (\$325X20hours): motion passes

Board formally approved up to \$6.5K for legal review of By-Laws at August 1, 2011 meeting

- o Terms and Conditions for Committees, Working Groups + Committee coordination processes - Procedures Manual review (Appendix 2): Roger/Shannon/Bob

With conclusion of Committee purpose statements, the two WG will combine to finalize review for full committee review at Mid Year meeting January 2012

- o COO Work Group update: Andy

- WG held several conference calls, investigated a few management firms and received two detailed proposals. Synergies and economics made management firms worth considering. In order to more formally proceed with evaluation, Board direction was sought.

- Board direction: Evaluate proposals from a minimum of 4 association management firms in pursuit of hiring one of these firms to manage the day to day operations of the Association. The Board requests that the COO Workgroup report their findings and recommendations to the Board by the 2011 FDA Briefing (mid-October). The Board of Directors will determine an action plan and time frame for the transition and implementation process moving forward.

- Board meeting July 29th - Session to refine the selection criteria and point ranking (Gray document attached as part of email)

- Additional Board clarification sought regarding timing: will there be an interest in conducting interviews when the Board meets in DC; who will conduct the interviews
Board comments August 1, 2011: RFP assessment using COO/Board established criteria to be presented to the Board in October; no interviews will be held at that meeting, the Board will determine next level of process then (suggestion: could be first interview with COO work group and second interview for successful candidates with

Board representatives), interview questions and/or process to be determined based on input from those screened in from the RFP; industry representatives participation through RFP and first level screening welcomed

Next conference call to further refine criteria and RFP: August, 9 5pm eastern

2. Sub-Committee items:

- o By-Laws - anything other than the review: Ken

Consider whether by-laws need to be adjusted for management firm while overall review is in progress

- o Finance - identify activities / invigoration: Bob

Building base budget and scenarios for new revenue streams

Need to pull together more fulsome sub-committee by mid-October Board meeting;

Membership consideration: Ali, Bob and 2 senior Board Directors (currently Tim and Doug) and additional person with budget/finance interest = 5; budget officer from state would be preferable

Bob to remain engaged but need to transition given new Secretary-Treasurer, Ali Kashani (new SAC member)

Sub-Committee also needs:

- To develop budget/finance policies
- Long term investment strategy

3. Review and finalization of draft Committee General Operating Procedures (Appendix 1)

Committee considered broadening description to other working associations but decided against it given the key purpose is to work with the Board of Directors

MOTION: Accept the purpose statement contained in Appendix 1 (Andy/Bob) - passes

4. Strategic Plan Priorities

Review and tracking progress - The Association leaders have prioritized the key items from the Strategic Plan that will be addressed first. This information was posted on the web site January 21, 2011 with update May 2011 to Board. These activities need to be tracked. SAC will develop a tracking document, monitor actions and post the information on the web site.

Work group: Bob (during transition), Ricky, Ali (support longer term)

Accept Minutes: Motion (Roger/Ricky) - passes

Action Items: Combined activities from By-Laws, Finance and Long Range

Responsible	Item	Action	Timing / Status
By-Laws	By-Laws need to be fully reviewed and updated	April to conduct first review, followed sub-committee/full committee review and then forward to lawyer. Motion (Ken/Andy) to seek funds from Board for By-Laws Legal Review up to \$6.5K (\$325X20hours): motion passes Board formally approved up to \$6.5K for legal review of By-Laws at August 1, 2011 meeting	
Working Group: Roger, Shannon and Bob	Phase 1: Review terms and conditions of Committees, Sub-Committees, Working Groups, Task Forces and Investigators, for more efficient effective work flow (Appendix 2).	WG submitted draft revisions January 4, 2011. These were presented at the Committee Chairperson meeting January 16, 2011 for discussion. The revised version (January 19, 2011) was presented for SAC review.	Comments due by February 28, 2011
	Phase 2: general review of the Procedures Manual to ensure timely work flow between Committees (e.g. increased engagement with related Committees such as Model Bill and Regulation to minimize movement between Committees and the Board, minimize double voting with sub-Committees and Committees).	With conclusion of Committee purpose statements, the two WG will combine to finalize review for full committee review.	Draft revisions for the Mid Year meeting January 2012
Working Group: Andy, Randy, Dave, Ricky, Kent, Linda, Richard	Review the duties of the Secretary Treasurer (ST) position to determine if restructuring the duties will better serve the association. This includes consideration of possibly hiring a ST. It also includes consideration of a Chief Operating Officer to relieve expectations of the ST.	Committee meeting comments below. Working Group formed to: 1. Prepare a vision and work description of key activities for the position(s). It was recognized that it wasn't practical to try to address everything. 2. Identify the financial needs for the position and hiring process. Provide this for board review and action. Conference calls Feb. 23, March 23, April 1, 8, 14 and 21. Board direction: Evaluate proposals from a minimum of 4 association management firms in pursuit of hiring one of these firms to manage the day to day operations of the Association. The Board requests that the COO Workgroup report their findings and recommendations to the Board by the 2011 FDA Briefing (mid-October). The Board of Directors will determine an action plan and time frame for the	August 2011 Mid-October 2011 FDA Briefing

Responsible	Item	Action	Timing / Status
		transition and implementation process moving forward. Next conference call to further refine criteria and RFP: August, 9 5pm eastern	
Finance Sub-Committee	Building base budget and scenarios for new revenue streams Sub-Committee also needs: - To develop budget/finance policies - Long term investment strategy	Need to pull together more fulsome sub-committee; Membership consideration: Ali, Bob and 2 senior Board Directors (currently Tim and Doug) and additional person with budget/finance interest = 5; budget officer from state would be preferable Bob to remain engaged but need to transition given new Secretary-Treasurer, Ali Kashani (new SAC member)	Mid-October 2011 FDA Briefing
Work group: Bob (during transition), Ricky, Ali (support longer term)	Strategic Plan Priorities - Review and tracking progress	The Association leaders have prioritized the key items from the Strategic Plan that will be addressed first. This information was posted on the web site January 21, 2011 with update May 2011 to Board. These activities need to be tracked. SAC will develop a tracking document, monitor actions and post the information on the web site.	
Strategic Affairs	Schedule review of Committee structure two years after implementation to make sure re-organization has been of value.		January 2014

Future Items

- Relevance of Priorities from 2005-09 SP
 1. Leadership training program - (intermediate priority in current Strategic Plan)
 2. Evaluate Board of Directors structure - complete
 3. Leadership selection/mentoring process - (intermediate priority in current Strategic Plan)
 4. Evaluate current committee/investigator structure - committee complete; investigator starting

Items from prior meetings requiring follow up:

1. Board: training/training module on Model Bill - BoD to action
2. Board: update on networking activities/initiatives with others Associations
3. Board: association education session on homeland security/biosecurity - planned but delayed
4. Board: Tracking system for record of past decisions and formal implementation plan for initiatives
5. Board: Feedback from NASDA and summary of Board actions on membership invigoration initiatives
6. Board: Association identification of core business; Manual of Procedures review and identification of areas for increased efficiency to focus Association work - underway in SAC.

7. Appendix 1

Accepted Procedures Manual Text for Strategic Affairs Committee (version 1, February 4, 2011, **reviewed August 1, 2011**)

STRATEGIC AFFAIRS COMMITTEE

Purpose

Provide advice and support to the Board regarding strategic direction, planning, tracking and implementation of related Association activities and stability including oversight of financial planning for strategic advice and financial stability; advise and maintain the By-Laws to best serve the Board and needs of AAFCO.

Membership

Membership is comprised primarily of AAFCO past presidents, Board and Committee Chairpersons. Industry representatives may serve as advisors to this committee.

General Operating Procedures

- Provide input regarding the strategic plan and monitor AAFCO progress in achieving identified objectives within the plan.
- Suggest modifications or additions to the plan periodically at the request of the Board.
- The committee responds to the directions of the President in whatever form received. All other requests for action should be in writing. All requests must meet the guidelines as set forth in the "Committee Guidelines".

BY-LAWS SUB-COMMITTEE (for clarity suggest their GOP be delineated separately)

General Operating Procedures

- Consider changes suggested from members, including those who are not able to attend committee meetings. Any AAFCO member may propose a change in the by-laws by submitting it in writing to the committee chair.
- Receive suggestions, recommendations and directions from the Board.
- Notify the Assistant Secretary-Treasurer pursuant to meeting deadlines so that required notification can be made to the members.

FINANCE SUB-COMMITTEE

General Operating Procedures

- To develop and maintain procedures and protocols that allows the association to monitor its financial assets and ensure its financial stability.
- Actively consider, evaluate and recommend funding opportunities to improve revenue for the Association

DRAFT Functional collective terms for AAFCO working structure (version 2, edited January 19, 2011 (Roger Hoestenbach)):

Working Groups - May include AAFCO Members, Industry Advisors, Academia or others as needed to function within its charge. The Working Groups are “task specific” and are appointed by the committee chair to address a specific issue. Working Groups have a limited life span which should be identified at the time of appointment. Working Groups may be created by a Committee chair, Coordinator, or Investigator, and serve at the discretion of the appointing individual. (e.g., this group)

Subcommittees - Are made up of AAFCO committee members, Advisors may be asked to provide input. Subcommittees are “Task/Topic specific” and are used to divide responsibilities or focus work into more manageable groups of interest or expertise. There are not generally time restraints and the work tends to be a subset of the standing committee charge(s). Subcommittees may be created by a Committee chair, as needed, to address the needs of the committee function. (e.g., E-Commerce, subcommittee of Enforcement Issues)

Task Forces - Are utilized to fulfill a need for specific expertise that exceeds that addressed within a standing committee. Task Forces address “specific charges”, within specific and limited time, established at the time of appointment. Task Forces serve at the discretion of either the Board of Directors, the President, President-elect (AAFCO Committee Coordinator), or a Committee chair. Membership of Task Force(s) focuses on expertise in the area to be addressed and may include AAFCO Members, Industry Advisors, Academia or others as needed to function within its charge. (e.g., the Canine and Feline Nutrition Expert Task Force)

Coordinators - Are generally individuals or small groups that serve in place of a standing committee when the role that needs to be filled is either very limited in scope or would function less effectively as a larger committee. (e.g., Audit, Necrology/Life Member, etc.)

Investigators - Are generally individuals that serve in place of a committee within the limited scope of a category of ingredients (e.g., alfalfa products, mineral products, vitamins, etc.) for the purpose of coordinating the development or modification official definitions. Investigators are generally appointed by the chair of the Ingredient Definition Committee (IDC) and also serve as de facto members of the IDC.