

Long Range Planning Committee Minutes and Report (including By-Laws Committee)
August 2, 2010 - Portland Oregon

COMMITTEE RECOMMENDATION(S):

1. Present revised Board of Directors structure (detailed in report below) to Board, August 2010, for movement to the membership for vote January 2011 and, if adopted, nominations will go into effect August 2011.
2. Accept By-Laws changes to constitution of the Board (detailed in report below) and send to the Board of Directors, with recommendation for attorney review, followed by Board approval and implementation per accepted Committees motions.
3. Adopt the Committee Structure presented (detailed in report below), with the intent to review in two years as discussed. Move implementation recommendations (detailed in report below) to the Board of Directors for action.

Action Item:

BOARD RECOMMENDATION:

1. Accept LRP recommendation: **Passed**
2. Move to send to an attorney (Ken to speak with April Hunt to review this action and send back to the Board; if not possible, then back Kent/President to negotiate with AFIA regarding use of their lawyer - AAFCO pays) by October 1, 2010: **Passed**
3. Accept LRP recommendations for action: **Passed**

ASSOCIATION ACTION:

Motions to accept Conference Call Minutes:

February 18, 2010 - Roger, Rod: **Passed**

July 2, 2010 - Roger, Rod: **Passed**

Request for interest by members to join LRP:

Andy Gray

Board of Directors Structure

Long Range and By-Laws finalized a revised Board structure to facilitate implementation and ease of longer term administration.

It expands the full Board to 9 from 7, providing additional members the opportunity to become more involved without obligating Presidential service. It maintains Board service time for those progressing to President, 6 years. Feedback from both the Board and past Presidents indicated that the 6 year interval was important to acquire the experience to serve productively.

Board structure involves 5 officers (exclusive of ST, PP, P, PE), where 3 (junior officers) of these are not in the official Board progression but have to commit to be willing to serve the full duration after 1 year. They could cycle off after 2 or 3 years if they didn't move into the presidential line-up. The other 2 senior officers are part of the formal line up to move up to President.

The proposed Board of Directors structure is:

Core:

Past President

President

President Elect

Secretary Treasurer

Senior Director (Tier 1)

Senior Director (Tier 1)

Flexible feeders:

Junior Director (Tier 2)

Junior Director (Tier 2)

Junior Director (Tier 2)

Motion: Present to Board - Roger, Shannon: Passed; Revised - Present to Board, August 2010, for movement to the membership for vote January 2011 and, if adopted, nominations will go into effect August 2011- Roger, Shannon: **Passed**

Board Action: Accept LRP recommendation - Chad, Meagan: **Passed**

The By-Laws Committee revised the proposed By-Laws as follows:

LRP edits August 2, 2010

ARTICLE V

Board of Directors

Section 1. Constitution of the Board. The Board of Directors shall consist of nine (9) positions including the President, President-Elect, Secretary-Treasurer, Past-President representing the Executive and five (5) other elected directors. Each of the elected directors shall be a voting representative of a member designated under Article II, Section 2. The five elected directors shall be nominated to one of two tiers. Tier 1 shall include two senior director positions and Tier 2 shall include three junior director positions. Tier 1 senior directors progress into the Executive positions. Tier 2 elected junior directors may serve a maximum of two (2) successive one year terms. The President shall serve as Chairman of the Board. No two (2) members of the Board of Directors shall represent the same State, Province, Dominion, District, Territory, Republic, Commonwealth or Federal Agency, except that a Board member may be elected from the same State, Province, Dominion, District, Territory, Republic, Commonwealth or Federal Agency as the Secretary-Treasurer.

Motion: Accept and send to the Board of Directors, with recommendation for attorney review, followed by Board approval and implementation per motion above - Andy, Roger: **Passed**

Implementation:

1. To Board at end of August meeting for attorney review and recommendation to move to membership per the following (By-Laws Amendment does not require Board action).

Board Action: Move to send to an attorney (Ken to speak with April Hunt to review this action and send back to the Board; if not possible, then back Kent/President to negotiate with AFIA regarding use of their lawyer - AAFCO pays) by October 1 - Chad, Rod: **Passed**

2. Distribute notice to membership with amendment details in the fall. Voting to be conducted per Board instruction (e.g. at the January 2011 meeting).
3. Implementation then is just informing the nominating committee that they need to find 3 new Board members for nomination at the Annual meeting in 2011 (replacement thereafter will be in accordance with normal Board turnover).

4. The procedures for consideration and progression of members of the Board of Directors need to be updated and clarified for the new structure. Action: Chair of Nominating Committee (Ricky) in consultation with Chair of By-Laws (Ken)(e.g. directors identified should be interested in serving longer term).
5. New board structure in place for January 2012 meeting.
6. Action: By-Laws review of voting procedures to allow electronic proxy for those unable to attend meetings to vote.

Committee Structure

The Committee finalized consolidation and re-organization of the standing Committees as follows:

Laboratory Methods and Services

Collaborative Check Sample

Feed Labelling

Pet Food

Ingredient Definitions

Enforcement Issues

 E-Commerce (Task Force as appropriate)

 Federal-States Relations (while formative and move to Current Issues in time)

Feed and Feed Ingredient Manufacturing

 Sub-Committee - Feed Contaminants

Inspection and Sampling

Model Legislation and Regulation

Current Issues and Outreach (Communications / States/Industry)

Strategic Affairs (Long Range)

 Sub-Committees - By-Laws and Finance

Education and Training

Committee comments:

1. Audit reports to Board of Directors
2. Maintain separate Enforcement Issues and not combine with Current Issues and Outreach as they have different purposes
3. Inspection and Sampling is field oriented. Feed Manufacturing discussions are different in nature. Both have had substantial work. Combining could make them too overloaded. Maintain them separately

Action: Schedule review of this Committee structure two years after implementation to make sure re-organization has been of value.

Motion: Move to adopt the Committee Structure presented, with the intent to review in two years as discussed - Shannon, Nancy: **Passed**

The proposed Committee statements were reviewed. The attached document entitled Proposed Standing Committees (August 2, 2010) contains the proposed purpose statements.

The Committee recommends that the Board adjust the Committees at the January 2011 meeting, including a session with the Committee Chairs and Vice Chairs preceding the meeting to provide updated Committee purpose direction and additional charges as necessary for AAFCO business. Each Committee will be directed to review their purpose statements on their Agendas. The combined Committees will reflect all members and advisors in the 2011 OP ([deadline September 15](#)) and the Committees will adjust representation in 2011 in accordance with their new purpose/charge. **Motion:** Move implementation recommendations stated above to the Board of Directors for action - Roger, Rod: **Passed**

Board Action: [Accept LRP recommendations for action - Andy, Rod: Passed](#)

Additional work:

1. Action: SA tentative conference call September 16 11:00 am (D.C. time). Discuss Education and Training Committee purpose and draft text (e.g. identifying training needs for Association versus meeting logistics and meeting support).
2. Action: Review the Procedures Manual (e.g. increased engagement with related Committees such as Model Legislation and Regulation to minimize movement between Committees and the Board, minimize double voting with sub-Committees/Committees. Strategic Affairs sub-group: Roger, Shannon - Comments by mid-September.
3. Action: Review terms and conditions of Committees, Sub-Committees, Working Groups, Task Forces etc. for more efficient effective work flow: Rod, Bob - December

Motion: Minutes accepted - Shannon, Rod: **Passed**

Forward Agenda and Action Items:

1. The revisions to the By-Laws (Article V, Section 1, Constitution of Board) need to be finalized.
Action: By-Laws (Ken) to check with April Hunt (by August 31, 2010) regarding legal review. If she is not able to do the review, Ken will send the draft By-Laws back to the Kent/President to negotiate with AFIA regarding use of their lawyer - AAFCO pays. Finalization of review by October 1, 2010 to proceed with implementation steps at the Board meeting in October.
2. The procedures for consideration and progression of members of the Board of Directors need to be updated and clarified for the new structure.
Action: Chair of Nominating Committee (Ricky) in consultation with Chair of By-Laws (Ken)(e.g. directors identified should be interested in serving longer term).
3. Review By-Laws voting procedures to allow electronic proxy for those unable to attend meetings to vote.
Action: By-Laws
4. Schedule review of Committee structure two years after implementation to make sure re-organization has been of value.
Action: Strategic Affairs January 2014
5. Discuss Education and Training Committee purpose and draft text (e.g. identifying training needs for Association versus meeting logistics and meeting support).
Action: Strategic Affairs tentative conference call September 16, 2010, 11:00 am (D.C. time)
6. Review the Procedures Manual (e.g. increased engagement with related Committees such as Model Legislation and Regulation to minimize movement between Committees and the Board, minimize double voting with sub-Committees/Committees.
Action: Strategic Affairs sub-group: Roger, Shannon - Comments by mid-September.
7. Review terms and conditions of Committees, Sub-Committees, Working Groups, Task Forces, etc., for more efficient effective work flow.
Action: Strategic Affairs sub-group: Rod, Bob - Comments by December.