

Long Range Planning Committee Minutes

Mid Year Meeting
January 19 and 20, 2010
Redondo Beach, California

Motion (Waltz, Noel) to approve the minutes from the Annual Meeting, August 2009, Washington – motion passed

By-Laws proposed changes to Board of Director's structure

- included consideration of suggestions from Martin: By-Laws, June 2007

The By-Laws Committee presented proposed wording which was edited by the Long Range Planning (LRP) Committee Chair and forwarded to the Committee for consideration December 21, 2009:

Proposed Amendments to the By-Laws Terms of the Board of Directors Version December 21, 2009

ARTICLE V Board of Directors

Section 1. Constitution of the Board. The Board of Directors shall consist of the, President, President-Elect, Secretary-Treasurer, the Immediate Past-President and ~~three (3)~~ four (4) other members (Directors) elected at the annual meeting ~~for one-year terms. The elected members may serve successive terms. Two of the four directors are elected to two-year terms in alternating years. The directors can not serve more than two successive terms. The Secretary-Treasurer may serve an unlimited number of successive terms. The President-Elect must serve a minimum of two (2) years as a Director before assuming office. The President serves a minimum one year and maximum two year term. The Immediate Past-President is designated as such until the current President fulfills his or her term.~~

The President shall serve as the 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.

ARTICLE VII Committees and Investigators

Section 1. Nominating Committee. Not less than... By not less than forty-five (45) days prior to the annual meeting, the committee shall submit in writing to the Secretary-Treasurer a slate of candidates for election as officers and directors for the ensuing year. The Nominating Committee shall have considered regional representation on the Board of Directors when submitting the slate of candidates.

LRP discussed and modified the December 21st, 2009 version taking into account the following:

- When would this be implemented?
- How to start and what happens if none of the Directors want to ascend to the Presidential cycle
- Discussion on how to fill vacancies if none of the current Board members want to become President
 - o Need to be careful not to limit the group too much
 - o Pointed out that Article IV offers some flexibility in filling vacancies
- Randy Gordon commented that the language is confusing for the Director's 2 year terms
- By-Laws do not include a provision allowing electronic voting
- Continuing discussion about succession plan
 - o Can Presidents serve more than one term
 - o What about President-Elect
- Richard Sellers offered to seek legal advice on language based on the state where the Association is incorporated (West Virginia)

The January 19th, 2010 version was:

Proposed Amendments to the By-Laws
Terms of the Board of Directors
Version January 19, 2010

ARTICLE V
Board of Directors

Section 1. Constitution of the Board. The Board of Directors shall consist of the, President, President-Elect, Secretary-Treasurer, the Immediate Past-President and ~~three (3)~~ four (4) other members (Directors) elected at the annual meeting for two year terms ~~for one year terms. The elected members may serve successive terms. Two of the four directors are elected in odd and even numbered years. The directors can not serve more than two successive terms. The Secretary-Treasurer may serve an unlimited number of successive terms. The President-Elect must serve a minimum of two (2) years on the Board of Directors immediately before assuming office. The President is elected for a one year term and is eligible to be re-elected. The Immediate Past-President is designated as such until the current President fulfills his or her term.~~

The President shall serve as the 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.

ARTICLE VII
Committees and Investigators

Section 1. Nominating Committee. Not less than... By not less than forty-five (45) days prior to the annual meeting, the committee shall submit in writing to the Secretary-Treasurer a slate of candidates for election as officers and directors for the ensuing year. The Nominating Committee shall have considered regional representation on the Board of Directors when submitting the slate of candidates.

Modifications made during the January 19th, 2010 meeting were sent by Richard Sellers to Legal Counsel for follow up discussion January 20th, 2010. Written revisions were made available at 3 pm at the registration desk followed by a LRP meeting at 5 pm January 20th, 2010.

Richard Sellers presented revisions to the LRP Committee:

AYT/OFW DRAFT 1/20/10 2:21 PM

Proposed Amendments to the AAFCO By-Laws
Election Procedures, Terms and Qualifications for Officers and Board of Directors
Version January 20, 2010

ARTICLE III

Meeting of Members

Section 7. Voting. At the direction of the Board of Directors, voting on any matter, including the election of directors or officers, will be conducted as determined by the Board of Directors. In lieu of electing directors and officers at the annual meeting, the Board of Directors may by resolution provide for a ballot procedure for the election of directors and officers, under which the election results shall be announced at the annual membership meeting. Any such resolution shall address timing, a process for independent nominations for officers and directors, and the means by which ballots are to be sent to, and returned by, the voting representative of each member.

ARTICLE IV

Officers

Section 1. Officers. The following officers shall be elected by the membership at each annual meeting by a majority vote of those present and voting, and shall serve for the year beginning January 1 of the next calendar year and ending December 31:

President, who shall become **Past President of the Association on January 1 of the next calendar year following the end of his or her service as President. The President shall be a voting representative of a member designated under Article II, Section 2. No individual shall serve as President for more than two (2) successive terms. No individual shall be elected President unless he or she will have served for a minimum of two (2) continuous years on the Board of Directors

immediately before taking office as President.

President-Elect, who shall be a voting representative of a member designated under Article II, Section 2. No individual shall be elected President-Elect unless he or she will have served for a minimum of two (2) successive years on the Board of Directors immediately before taking office as President-Elect.

Secretary-Treasurer.

ARTICLE V

Board of Directors

Section 1. Constitution of the Board. The Board of Directors shall consist of the President, President-Elect, Secretary-Treasurer, **Past-President and four (4) other directors. Each of the four (4) directors shall be a voting representative of a member designated under Article II, Section 2. The four (4) directors shall be elected by the membership at the annual meeting for staggered two (2) year terms. The elected directors may serve a maximum of two (2) successive terms *as Directors**. 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.

Article VII

Committees and Investigators

Section 1. Nominating Committee. Not less than six (6) months prior to the annual meeting, the President shall appoint a nominating committee consisting of three (3) members who shall be the last three past Presidents of the Association who are available to serve, or if three past Presidents are not available to serve, other members shall be appointed to the extent necessary to constitute the three members of the committee. By not less than forty-five (45) days prior to the annual meeting, the committee shall submit in writing to the Secretary-Treasurer a slate of candidates for election as officers and directors for the ensuing year. The nominating committee shall have considered regional representation on the Board of Directors when submitting the slate of candidates. By not less than thirty (30) days prior to the annual meeting, the Secretary-Treasurer shall notify the membership of the nominated slate of candidates. After the nominations have been slated, any Association member may make additional nominations by submitting them in writing to the Secretary-Treasurer or make a nomination from the floor prior to the vote at the annual meeting.

Discussion January 20th, 2010:

- Richard indicated the amendments were made to the existing By-Laws, not the December 21st, 2009 or January 19th, 2010 versions
- LRP Committee edits
 - o * Added "as Directors" to Article V Section 1
 - o ** Removal of "Immediate" from Article IV Section 1 and Article V Section 1

- Richard offered Legal Counsel support for a comprehensive review of the By-Laws to provide recommendations for changes/update; Most of the Board and the By-Laws Committee were in attendance. The offer will be considered by the Board at their meeting January 22nd, 2010.
- Randy supplied language whereby Directors cycle off the Board but may serve again and the "eviction notice" for later consideration by By-Laws Committee
 - o "A Director may be elected by the membership to only two (2) consecutive terms, but may be eligible for election to the Board after one (1) year following the last term of elected service."
 - o "Removal: Any officer or agent elected or appointed to the Board of Directors may be removed from office by said Board or Committee whenever, in their respective judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of such person so removed." Note: The last phrase of the Removal provision pertains more to hired staff officers of the NGFA, so may not be appropriate for AAFCO.
- Ben Jones commented that gender neutrality should be consistent in Association documentation.

Motion (Noel/Thiex) to accept amendments to By-Laws for Board of Director's structure and move it back to the Board of Directors with a recommendation to develop a procedure for implementation of the new structure – Motion passed

Organization Structure Change discussion

Rod Noel/Bob Waltz presented suggestions to build on the Association organizational structure changes presented by Roger Hoestenbach at the August meeting in 2009. The 4 working association appointments and terms remained unchanged:

1. Committees * to deal with dynamic, continuing issues without time lines that may require extended considerations and/or constant review. Membership would come from the general association membership and could include outside advisors in non-voting roles. Examples: Ingredient Definitions Committee requires constant review of existing definitions and new product definitions as processing evolves. Long Range Planning Committee should continue to evaluate current trends and issues and advise the Board of possible charges and changes to consider for the good and efficiency of the association.
2. Investigators * to deal with a specialized review of pending definitions for proposed Official Ingredients and Terms. Membership would come from the general association membership and should consider existing experience, exposure, and/or interests in assignment to post.
3. Task Forces * to deal with critical issues that are short lived and have a definite time-line to complete their task. Membership on the Task Force would come from the general association membership, could include outside advisors in non-voting roles, and the Board of Directors would provide both the time-limit and charge. Examples

could include new legislative trends, such as FDAAA or AFSS, that needs to be reviewed for conflicts with the existing Model Bill or policies or the HACCP Task Force to a provide recommendation for a specific charge.

4. Working Groups * to deal with critical issues that may not have a time-line, or at least may need an extended time-line, and/or may need to have a membership makeup different from either a Standing Committee or a Task Force. Membership and time-line for the Working Group would be decided at its commission, by its commissioning body, and could come from any source deemed necessary to accomplish its goal(s), including outside scientists or other experts. The commissioning body could be the Board of Directors, a Committee, a Task Force, or Investigator.

LRP Committee discussion:

- Intent is to reduce duplication, free up people and increase available time at meetings
 - Not intended to punish for under-performing
- The Committee rearrangement was a challenge for some e.g.: Enforcement Issues, Seminar, Finance, Nominating
- Could establish a Governance Committee or Association Affairs Committee to incorporate By-Laws, Necrology, Audit, etc., that relate to running AAFCO
- Enforcement Issues – just need a block of time and Board could run meeting; don't need a committee
- Laboratory Committee Purpose/focus different so keep separate
- Feed Labelling (retain same purpose and structure) and Pet Food serve distinctly different groups – keep separate
- Subject matter missing is feed safety but is inherent part of what we do
- By-Laws: standing task group, established as need be
- Communications - concur with integration in States-Industry to create Current Affairs and Relations
- Retain purpose/function of Pet Food, IDC, Inspection and Sampling, Model Legislation and Long Range

Proposed Standing Committees:

1. Lab Methods and Services
2. Collaborative Check Sample (same)
3. Feed Labelling
4. Pet Food
5. Ingredient Definitions
6. Feed and Feed Ingredient Manufacturing
 - Feed Contaminants
7. Inspection and Sampling
8. Model Legislation and Regulation
9. Current Issues and External Relations. (Outreach and Education?) To include current Communications Committee and States-Industries Relations Committee
10. Long-Range Planning*

11. Education and Training - across Committees
 - Education Task Force
 - Seminar

What to do with:

Audit*

By-Laws*

E-Commerce – transition to task force

Enforcement Issues – standing member closed session – issues determined by Board

Seminar - to education and training

Feed Contaminants – to Feed Manufacturing

Finance*

Nominating*

Necrology/Life*

Association Affairs could be integrated under Long Range:

Long Range

Audit

By-Laws

Finance

Nominating

Necrology/Life Member

Next Steps:

1. another discussion by conference call in ~4 weeks to refine
2. circulate to Board for input and consider use of seminar time for additional work if necessary
3. Potential chair/vice chair session for challenge followed by open forum discussion at general session

Time did not permit discussion of additional items

Motion (Jordre/Jones) to accept minutes of the meetings January 19th and 20th, 2010 - motion passed