



Strategic Affairs Committee

Friday, August 7, 2020
4:15 PM (EDT) – 5:00 PM (EDT)

Meeting Access:

The [Full Access Registration](#) includes the live webcast of this committee meeting. Registrants will receive their username and password along with instructions to access and use the portal 4 to 5 days in advance of August 5. [Slido](#) will be used for questions from registrants.

Complimentary live [Audio Listen-Only Access](#) (no webcast access) will be available. Instructions to access this complimentary access will be available on the AAFCO website. No access to chat or [Slido](#) will be available for listeners selecting this option. Committee members and advisors will have live microphones. Chat will be used for voting by committee members.

Committee members—please log on 15 minutes prior to each session so the vice-chair can determine quorum and we can do audio checks.

1. Introductions and Agenda Review
2. Sub-Committee
 - By-Laws: Ken (Appendix 1 including Attachments A-D and A1)
 - Board authority regarding Committee recommendations
 - Clarify Board Liaison role for Procedures Manual
 - Clarify Committee Coordinator Role for Procedures Manual
 - Clarify Life Member rights
 - Proxy voting
3. Strategic Planning 2017-20
 - Update from Responsible Committees
4. Strategic Planning 2021+
 - Update
5. Procedures Manual
 - 2020 Midyear SAC approved edits



- Conflict of Interest new section
 - Board of Directors - Executive Committee description
 - Board Liaison responsibilities (Table 1 and Table 3)
 - 2020 Annual draft edits
 - Conflict of Interest General Operating Procedures and provisions for Contractors
 - Added Association Support section to detail Executive Director and Association Management Firm roles as well as evaluation procedures
 - Travel procedures
 - Technology Committee (outstanding)
6. Other business

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Action Item Table:

Responsible	Item	Action	Timing / Status
By-Laws (Ken)	Board authority regarding Committee recommendations	Investigate whether AAFCO board can kill/amend a committee recommendation (By-Laws, Article VII). Sub-Committee recommends review by legal counsel. Based on counsel's guidance, new language should be drafted in Article VII to clarify.	August 2020
By-Laws (Ken)	COI provisions in contracts	COI provisions should be in contracts as appropriate, subject to Board review, By-Laws to consider adding clarification to the Procedures Manual.	Draft circulated for August 2020 meeting discussion
By-Laws (Ken)	Clarify Board Liaison role	Provide additional detail in the Procedures Manual to make the role of the Board liaison clearer respecting review of committee agendas and reports.	August 2020
By-Laws (Ken)	Clarify Committee Coordinator Role	Review Procedures Manual to clarify committee coordinator role and key activities with respect to the process; could include ED as process leader.	August 2020
By-Laws (Ken)	Clarify Life Member and multiple member representative voting	Make implicit in By-Laws, Section 2 voting, that it is membership meeting voting only. Multiple representatives from one organization and life members can vote during committee activities. Clarify interpretive language in Official Publication and Procedures Manual as well.	August 2020
Strategic Affairs (Linda)	Procedures Manual	Consulted Board about making additional edits to the Procedures Manual regarding to travel procedures, Executive Director, Association Management Firm duties, Conflict of Interest information	Draft circulated for August 2020 meeting discussion



APPENDIX 1

By-Law Sub-committee report 06/09/2020

Sub-Committee Recommendations to SAC:

- 1) Recommend adding a section in Committee Guidelines in OP and Procedures Manual regarding voting by proxy guidelines. This section would cover proxy voting for general session, board meetings and committee meetings. Edited Proxy Voting Form is attached. **See Attachment A**
- 2) Recommend adding language to Committee Guidelines in OP and Procedures Manual regarding life members have the right to chair an AAFCO committee. AAFCO has long had life members on committees and chairing committee meetings. **See Attachment B**
- 3) Recommend clarifying bylaws Article II section 3 regarding life membership rights. **See attachment C.**
- 4) Recommend adding language to Committee Guidelines in OP and Procedures Manual regarding life members right to vote. **See Attachment D**
- 5) Recommend having the Executive Director, FASS and the Secretary Treasurer manage whether Conflict of Interest provisions should be in contracts. At the previous meeting it was indicated that they already are included in most contracts. **(no document)**



By-Law Sub-Committee Minutes 6/9/20:

Sub-Committee Participants present during call on 06/09/2020:

Erin Bubb – PA, Richard TenEyck – OR, Ken Bowers – KS.

Doug Lueders – AAFCO life member absent

The by-law sub-committee discussed items regarding proxy voting for the AAFCO general sessions, committee meetings, board meetings and advisors for committee meetings. We determined this needed added clarity and have made recommendations in attachment A.

We also discussed if AAFCO needs to have a procedure to identify which person from each state is the voting representative. At this time, it is our recommendation that this isn't needed. The process of the association business meeting set up should be handled by the ED and FASS. The President should settle any representation discrepancies before the meeting if possible or during the meeting if needed.

We discussed the process of Advisor substitutions. Proxy is not appropriate for advisors. They are not voting. They are there to provide expertise to the conversation if needed. If advisors wish to have a substitute for a meeting they must communicate with the president and committee chairs and be prepared to offer written justification for the substitution to the president, if asked

Life member chairing a committee meeting and voting in committee meeting was discussed. It was determined that life members have the right to chair committees and to vote in committee meetings and workgroups. We have a number of life members that stay active in AAFCO. They are experienced former AAFCO members and are often experts in the committee work. Since committee recommendations have to proceed through the Board and membership business meeting voting, there are enough other "member" only votes to ensure careful Association oversight. Life members should not vote in the business meeting of the association.

Call was adjourned about 90 minutes.



Attachment A

Committee Guidelines Page 96 at end of Committee Meeting Operating Procedures also add attached Proxy Voting Procedure form (Attachment A1).
Procedures Manual Page 6

Insert language to read:

Voting by Proxy

General session business meetings:

If a Member agency of AAFCO is unable to participate in the association business meeting, but still wants to vote, the Member agency can designate another Member agency to vote by proxy. The Member agency must email the President and the voting member agency that will proxy for them. The proxy template may be used, but at minimum, the notification must include the following:

- The name of the member agency
- The name of the proxy member agency
- The duration of the proxy

If duration is not specified, the proxy will only be good for one meeting. This must be done prior to the General session business meeting. The president will announce at the meeting if there are any member agencies who have given their voting rights by proxy to another member agency. This will be recorded in minutes.

AAFCO board meetings:

If a board member is unable to participate in a board meeting, but still would like to vote, the board member can designate another board member to vote for them by proxy. The board member must email the President and the board member that will proxy for them. The Proxy template may be used, but at minimum, the notification must include the following:

- Board member's name
- The name of the proxy board member
- The duration of the proxy.

If duration is not specified, the proxy will only be good for one meeting. This must be done prior to the beginning of the board meeting. The president will announce at the board meeting if there are any proxies being used at the meeting. This will be recorded in the minutes.

Committee meetings:

If a committee member is unable to participate in a committee meeting, but still wants to vote, the committee member can designate another committee member to vote for them by proxy.



The committee member must email the committee chair /co-chair and the committee member that will proxy for them. The Proxy template may be used but at minimum the notification must include the following:

- Committee member name
- The name of the proxy committee member
- The duration of the proxy.

If duration is not specified, the proxy will only be good for one meeting. This must be done prior to the beginning of the committee meeting. The committee chair will announce at the beginning of the committee meeting if there are any proxies being used at the meeting. This will be recorded in the minutes.

Attachment B

Committee Guidelines Section Life Members Page 103
Procedures Manuel Page 23-24

Add:

Life members have the right to chair AAFCO committees.

Attachment C

Pg. 88, By-laws 2020 OP

Article II Section 3. Life Membership. The Board of Directors shall have authority to bestow life membership upon any individual who has made an outstanding contribution to the work of the Association. Such person shall thereafter be entitled to exercise all the rights of membership with the exception of voting ~~as identified in Section 2 of this Article~~ **in the association's business meetings** but shall be exempt from the payment of annual membership dues.

Attachment D

Committee Guidelines Section Life Members Page 103
Procedures Manuel Page 23-24

Add: Life members have the right to vote in committee meetings and workgroups but not the association's general business meetings.



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AAFCO Proxy Voting Procedure

If a Member is unable to participate, but still wants to vote, the Member must follow the Proxy Voting guidance. The Member may complete this Proxy Voting Form or at minimum, provide the below information in an email to the appropriate persons, as outlined in the Procedures Manual. Completion of the form and notification to the appropriate persons, authorizes the Member designated to vote on the absent Member's behalf.

The completed, signed Proxy Voting Form or an equivalent email notification can be provided to the appropriate person and received in advance or at the Meeting stipulated below in order to exercise the proxy vote.

The form conditions are shown below. It is available at: *website and/or FeedBin location or from Association Management Firm*

Proxy Voting Form

Name of Member Agency

Name of Proxy Agency

I, (printed name to follow)

hereby give my proxy to: (printed name to follow)

I authorize my proxy to vote on my behalf on any item or issue arising at: (stipulated meeting and date to follow) _____

The proxy designation is valid for the stipulated meeting date(s).

Designated Meeting _____

Signed: _____



Dated: _____

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