

Strategic Affairs Committee Report/Minutes
January 21, 2021
4:00 pm – 5:00 pm
Virtual

COMMITTEE RECOMMENDATIONS:

- **Report acceptance.**
- **Recommend:**
 - A. Board authority regarding Committee recommendations**

Insert in Procedures Manual (August 7, 2020 version, page 23, at the end of Committee reporting, prior to Work Timelines and OP 2021 (page 96, Committee Guidelines at the end of the introduction, prior to Committee Work Timelines):

AAFCO implements its vision under the direction of the BOD through the work of committees that provide recommendations to the Association. These recommendations should align with the vision and mission of the Association, the strategic plan and follow the appropriate procedures.

1. Committee Agendas: The Board liaison to the committee should monitor the development of the committee agenda for alignment with the Association policies and strategic plan in the Official Publication.
2. Committee Recommendations:
 - a. If a committee recommendation is in conflict with Association By-Laws or procedures the BOD may return the recommendation to the committee pointing out the conflicting policy.
 - b. If the BOD disagrees with the committee recommendation, they must pass it to Association membership for a vote. It is appropriate to attach a “Do not pass.” recommendation to the membership. The BOD must put an explanation of their “Do not pass” recommendation in the business meeting agenda.
3. Committees may pass recommendations among each other without BOD recommendations. (e.g. new label nutrient guarantee. Feed Labelling to Model Bill)

B. Voting by Proxy

Edit in the 2021 OP (page 99) and Procedures Manual (Aug. 7, 2020 version, page 7) as presented in Appendix 4. Changes denoted in colour/strikeout:

Voting by Proxy

AAFCO board meetings:

If a board member is unable to participate in a board meeting, but ~~still~~ would like to **cast a vote(s)**, the board member can designate another board member to ~~vote for them by~~ **serve as their** proxy. The board member must email the President and the board member ~~that will~~ **servicing as their** 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~~ **would like to cast a vote(s)**, the committee member can designate another committee member to ~~vote for them by~~ **serve as their** proxy.

The committee member must email the committee chair /co-chair and the committee member **servicing as their proxy** ~~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.

AAFCO Proxy Voting Procedure

If a Member is unable to participate, but ~~still wants to~~ **would like to cast a vote(s)**, 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 and/or from Association Management Firm**

Proxy Voting Form Template

Name of Member Agency _____

Name of Proxy Agency _____

I, (printed name to follow) _____

Hereby designate ~~Hereby give my proxy to:~~ (printed name to follow)

_____ as my proxy.

I authorize my ~~This designation of proxy is effective to vote on my behalf~~ on any item or issue arising at:

(stipulated meeting and meeting date(s)) to

follow) _____

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

Designated Meeting _____

Date(s) of Meeting _____

Signed: _____

Dated: _____

C. Make Proxy Voting Form Template (above) available as fillable pdf in Feed BIN and from FASS

BOARD RECOMMENDATIONS:

- Report accepted – add date

ASSOCIATION ACTIONS:

- Report accepted – add date

Full Committee Members:

Linda Morrison	Nancy Thiex	Dave Edwards	Scott Ziehr
Jennifer Godwin	Erin Bubb	Doug Lueders	Brenda Snodgrass
Ken Bowers	Chad Linton	Mark LeBlanc	Kent Kitade
Ali Kashani	Ashlee-Rose Ferguson (Board Liaison)		Richard Ten Eyck (BIN Coach)
Stan Cook, Vice Chairperson			

(Stan - Committee Chat; Erin - Audience Chat)

By-Laws Sub-Committee

Ken Bowers	Erin Bubb	Doug Lueders	Richard TenEyck
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Committee Advisors

Dave Fairfield	Dave Dzanis	Bob Ehart	Leah Wilkinson
Nancy K. Cook	Kristi Krafka	Julia Fidenzio	

* Present

Committee Members and Advisors were asked to confirm their representation on the Committee.

Committee Report:

1. Sub-Committee: By-Laws Update (Ken)
 - Accept Sub-Committee report (Appendix 1)
[Motion to accept Sub-Committee report - Ken; second - Dave; Motion carries.](#)
 - a. Board authority regarding Committee recommendations for Procedures Manual and OP (Appendix 1)
 - Grammar could be improved
 - Suggestion to put narrative into flow chart format

Insert in Procedures Manual (August 7, 2020 version, page 23, at the end of Committee reporting, prior to Work Timelines and OP 2021 (page 96, Committee Guidelines at the end of the introduction, prior to Committee Work Timelines):

“AAFCO implements its vision through the direction of the BOD by having committees who provide recommendations to the Association. These recommendations should align with the vision and mission of the Association, the strategic plan and follow the appropriate procedures.

1. The Board liaison to the committee should monitor the development of the committee agenda for alignment with the Association policies and strategic plan in the Official Publication.
2. If a committee recommendation is in conflict with Association By-Laws or procedures the BOD may return the recommendation to the committee along with pointing out the conflicting policy.
3. If the BOD disagrees with the committee recommendation, they must pass it to membership for a vote. It is appropriate to attach a “Do not pass.” recommendation to the membership. The BOD must put an explanation of their “Do not pass” recommendation in the business meeting agenda.
4. Committees may pass recommendations between each other without BOD recommendations. (e.g. new label nutrient guarantee. Feed Labelling to Model Bill)”

[Motion to accept Appendix 1 Guidance for Committee Recommendations as edited \(above\) during the meeting \(1-4\) - Stan; second - Scott; Motion carries.](#)

Report Addendum Item 1.a. (February 4th) Additional edits to Board authority regarding Committee recommendations for the Procedures Manual and OP (Appendix 1) were received from Nancy and Stan, January 21, immediately after the meeting. The edits improve the grammar and flow but don’t change substance. They were circulated to the By-Laws Subcommittee that agrees. Accordingly the modified text (below) will be substituted for the language in the Motion above:

AAFCO implements its vision ~~through~~ **under** the direction of the BOD ~~by having~~ **through the work of** committees ~~who~~ **that** provide recommendations to the Association. These recommendations should align with the vision and mission of the Association, the strategic plan and follow the appropriate procedures.

1. **Committee Agendas:** The Board liaison to the committee should monitor the development of the committee agenda for alignment with the Association policies and strategic plan in the Official Publication.
 2. **Committee Recommendations:**
 - a. If a committee recommendation is in conflict with Association By-Laws or procedures the BOD may return the recommendation to the committee ~~along with~~ pointing out the conflicting policy.
 - b. If the BOD disagrees with the committee recommendation, they must pass it to **Association** membership for a vote. It is appropriate to attach a “Do not pass.” recommendation to the membership. The BOD must put an explanation of their “Do not pass” recommendation in the business meeting agenda.
 3. Committees may pass recommendations ~~between~~ **among** each other without BOD recommendations. (e.g. new label nutrient guarantee. Feed Labelling to Model Bill)
Motion to substitute Appendix 1 Guidance for Committee Recommendations accepted January 21st with report addendum February 4th containing additional formatting/grammatical improvements - Dave; second - Ali; Motion carries.
 - a. Clarify Board Liaison role for Procedures Manual
 - Prior reports indicate this does not require By-Laws change.
 - WG: Shannon, Erin, Ken, Scott, Sue (lead)
 - Timing: WG draft by end of March; finalize to share with committee by June; and, present in August for acceptance
 - b. Clarify Committee Coordinator Role for Procedures Manual (Appendix 2)
 - Prior reports indicate this does not require By-Laws change.
 - WG revised to include those who were committee coordinators in past: Erin (lead), Ken, Mark and Stan
 - Suggest WG consult with past committee coordinators (notably IDC vice chair)
 - Timing: WG draft by end of March; finalize to share with committee by June; and, present in August for acceptance
2. Strategic Planning 2017-20
 - Key progress is recorded in Attachment 1: Strategic Plan 2017-20 updates from Midyear 2021. Edits are in **purple** text.
 3. Strategic Planning 2021-24 - Update
 - Activities, deliverables and responsibilities that were to be developed by the Board/Chairs at Seminar 2020 have been deferred due to COVID-19 and will be updated as soon as possible. Once done they will be presented for member acceptance.
 4. Procedures Manual
 - a. Update/clarify Secretary-Treasurer description (Appendix 3)
 - WG: Kent (lead) with support of Ashlee-Rose and Sue
 - Timing: WG draft by end of March; finalize to share with committee by June; and, present in August for acceptance
 - b. Draft template suggested for Procedures Manual changes (Appendix 3)
 - Comments to Kent by March 1 for finalization

- Suggestion to make it a Google document for sharing/editing and password protect it
- c. Update Finance Committee description
 - Hold / Defer to next meeting
- d. Suggested edits to Voting by Proxy in the 2021 OP (page 99) and Procedures Manual (Aug. 7, 2020 version, page 7) (Appendix 4)
 - Reference: Strategic Affairs Record August 7, 2020 Recommendation A
 - Recommend making it a fillable pdf form

Motion to accept Appendix 4 Voting by Proxy edits - Erin; second - Dave; Motion carries.

5. Other Business

- b. Budget request 2021-22
 - Strategic Planning day budget request
 - Estimate \$3800 (one additional day at an Annual or Midyear meeting for 13 Chairs, 6 Board (some are also Chairs) = 19 x 200 (hotel ~140 and per diem ~60)
- c. Charge to develop a policy related to procedures for complimentary OP/Bin subscriptions
 - WG establishment: Dave E. (lead), Richard, Sue, Kent, Doug
 - Timing WG meeting/discussion by end of March, draft end of April, circulate and finalize with SAC by end of June, to Board in July and acceptance by members in August

Motion (Evote February 8, 2021) to accept January 21, 2021 Midyear SAC meeting report - Erin, second - Ken. Motion carries.

Action Item Table:

Responsible	Item	Action	Timing / Status
By-Laws (Ken)	Board authority regarding Committee recommendations	Investigate AAFCO board actions relative to committee recommendations	Complete
By-Laws (Ken) (WG: Sue (lead) Shannon, Erin, Ken, Scott)	Clarify Board Liaison role	Provide additional detail in the Procedures Manual and OP to make the role of the Board liaison clearer respecting review of committee agendas and reports.	Draft end of March; Share with committee by June; Present in August for acceptance
By-Laws (Ken) (WG: Erin (lead), Ken, Mark, Stan)	Clarify Committee Coordinator Role	Review Procedures Manual and OP to clarify committee coordinator role and key activities with respect to the process; could include ED as process leader.	Draft end of March; Share with committee by June; Present in August for acceptance
WG: Kent (lead) Ashlee-Rose, Sue	Secretary-Treasurer description	Update/clarify Secretary-Treasurer description in Procedures Manual	Draft end of March; Share with committee by June; Present in August for acceptance
Kent	Template for Procedures Manual changes	Draft template suggested for Procedures Manual changes. SAC feedback to Kent by March 1. Finalize for SAC acceptance	March 2021
Kent	Finance Committee description	Finance Committee WG updating description; once accepted by Finance Committee it will be forwarded to SAC for Procedures Manual update	Hold
Linda	Budget request 2021-22	Strategic Planning day budget request to Finance Committee for inclusion in AAFCO budget	Complete
WG: Dave E. (lead), Richard, Sue, Kent, Doug	Complimentary OP/Bin subscriptions	Develop a policy related to procedures for complimentary OP/Bin subscriptions	Meeting/discussion by end of March; Draft end of April, Circulate and finalize with SAC by end of June; To Board in July; Acceptance by members in August

APPENDIX 1

**By-Law Sub-Committee Minutes 11/20/20:
Guidance for Committee Recommendations final 11/20/20**

AAFCO implements its vision, through the direction of the BOD by having committees made up of members who provide recommendations to the Association. These recommendations should align with the vision and mission of the association, the strategic plan and follow the appropriate procedures.

1. The committee liaison should monitor the development of the committee agenda for alignment with the association policies and strategic plan in the Official Publication.
2. If a committee recommendation is in conflict with association bylaws or procedures the BOD may return the recommendation to the committee along with pointing out the conflicting policy.
3. If the BOD disagrees with the committee recommendation, they must pass it to membership for a vote. It is appropriate to attach a "Do not pass." recommendation to the membership. The BOD must put an explanation of their "Do not pass" recommendation in the business meeting agenda.
4. Committees may pass recommendations between each other without BOD recommendations. (e.g. new label nutrient guarantee. FLC to model bill)

Minutes: Board authority regarding committee recommendations.

Attended: Ken Bowers, Richard Ten Eyck, Doug Lueders, Erin Bubb 11/20/20

It was agreed by sub-committee members that it is not appropriate for the BOD to not recommend a committee recommendation to membership without an explanation. Only if the committee recommendations do not align with procedures or the strategic plan can the BOD block the progression of the recommendation until conflicts are corrected.

Committee liaisons should be functioning on the committee as a representation of the BOD and speak for the BOD on committee matters. Liaisons must be working closely with the committee chairs to ensure the committee work is meeting the policies and strategic plan of the association. Most of the conflict can be corrected prior to the BOD receiving the committee recommendations.

Number 1: Strengthens the committee liaison responsibility with assuring the committee agenda aligns with AAFCO's policies and strategic plan. This means the Committee Chair must provide the liaison the draft agenda prior to the agenda being published in order for the liaison to identify any discrepancies that the BOD may find objectionable.

Number 2: The BOD is within their authority and responsibility to send a committee recommendation back to committee if it violates bylaws or policy. The bylaw or procedure conflict must be provided to the committee chair for correction at the following committee meeting, if possible.

Number 3: Clarifies the responsibility of the BOD when it disagrees with a committee recommendation. If the disagreement is not based on a bylaws or procedural conflict, the committee recommendation must still go before the membership but an explanation from the BOD for its "do not pass" recommendation must be provided to the membership in the business meeting agenda.

Number 4: To expedite committee work and communications, the BOD does not need to pass recommendations between committees.

APPENDIX 2

By-Laws Subcommittee Working Group suggestion to clarify President-Elect Committee Coordinator Role

November 17, 2020

Procedures Manual

President-Elect/Committee Coordinator

Existing under General Operating Procedures:

- Serve as the committee coordinator and is vice-chair of the IDC. The President-Elect is responsible for proofreading each committee report to eliminate conflicts before the BOD meeting and presentation to the members. When clarity on a report is needed, the President-Elect informs the committee chair of the problem and requests clarification before the information is presented to the BOD. If conflicts cannot be resolved prior to the BOD meeting, the committee chair is requested to attend the BOD meeting where discrepancies will be pointed out for discussion and resolution. The President-Elect must be well enough acquainted with the background of all proposed changes, and other matters, to answer questions (e.g., reason for and need of change, problems presently being encountered, how change will help, what has happened in the past, where the committee recommendation may be in error, etc.). This is extremely important to avoid the necessity of postponing action until the next meeting because of confusion and to expedite BOD meetings.
- Organize and convene meetings of committee chairs immediately preceding and following the annual and midyear meetings to foster committee collaboration and communication.
- Remain accessible to committee chairs, investigators, regulated industry and consumer groups for assistance, directions and advice.
- NEW: Advise Committee chairs on meeting the AAFCO criteria for issues and proposed changes to be considered a committee/investigator project. Does the issue or change affect: 1) safeguarding the health of humans or animals, 2) the protection of consumer(s) and the regulated industry, 3) the structure for orderly commerce, 4) the functions of the Associations?

APPENDIX 3

Updating the AAFCO Procedures Manual
The Secretary-Treasurer Position
 January 8, 2021

Purpose

Update the description of AAFCO Secretary-Treasurer (S-T) position described in the AAFCO Procedures Manual

Reason

Updating the description of the S-T position will remedy the overlap or conflict of duties created with the addition of the Executive Director position.

Add source of request and date

Add column for approval and date

12-14-2020 version of the AAFCO Procedures Manual	
Current/Notes	Legend
Proposed Revision	

Found under the Board of Directors heading on page 13	Keep/Revise/Remove
	Revise (Kent)
The Secretary-Treasurer may be elected to unlimited, consecutive terms to serve as the board's institutional/historical advisor	Kent

Found under the Secretary-Treasurer heading on page 17	Keep/Revise/Remove
The Secretary-Treasurer performs all the duties incident to the office. The Secretary-Treasurer serves as the custodian of the corporate records and has charge and custody of and is responsible for all funds and securities of the Association.	Revise (Kent) Language direct from By-Laws (Linda)
<ul style="list-style-type: none"> • <i>"responsible for all funds and securities" seems overbearing?</i> 	

Standard language; ST no longer has "custody" given records are kept at FASS; can request custody of records; need to check with counsel

Alternative to responsible: ST together with ED provide "oversight"

The following are from the General Operating Procedures under the Secretary-Treasurer heading on page 17	Keep/Revise/Remove
1. Receive and refer requests for information to the appropriate officer, director, committee chair or investigator	Revise (Kent)
<ul style="list-style-type: none"> • <i>What type of information?</i> • <i>In conflict with Executive Director (ED) duties?</i> 	
2. Perpetuate a trustworthy and sound rapport with the Association's BOD and members, regulated industry, consumers and other stakeholders	Revise (Kent)
<ul style="list-style-type: none"> • <i>Make it a more positive statement and provide a reason</i> 	

3. Ensure all notices are duly given in accordance with the By-Laws provisions <ul style="list-style-type: none"> • <i>This statement may be covered by the E-D duties</i> • <i>Maybe with the ED</i> 	Language direct from By-Laws (Linda)
4. Serve as custodian of the corporate seal	Remove (Kent) Language direct from By-Laws (Linda)
5. Oversee the maintenance of corporate records and voting member register by the AMF <ul style="list-style-type: none"> • <i>ED duty?</i> 	Language direct from By-Laws (Linda)
6. Has charge and custody of and is responsible for all funds and securities of the Association as authorized by the BOD	Revise or remove? (Kent) Language direct from By-Laws (Linda)
7. Annually prepare a proposed Association budget for approval by the BOD <ul style="list-style-type: none"> • <i>With the ED?</i> 	Revise (Kent)
8. Oversee management of financial activities by the AMF <ul style="list-style-type: none"> • <i>In cooperation with the ED?</i> 	Revise (Kent)
9. Perform other duties as assigned by the President or BOD	Keep

APPENDIX 4

Suggested edits to Voting by Proxy (in both the OP (Committee Guidelines) and Procedures Manual (Committee Meeting Operating Procedures). The language was approved at the August 7, 2020 Strategic Affairs (Recommendation A). The edits below were received after the meeting for consideration (red/strikeout):

Voting by Proxy

AAFCO board meetings:

If a board member is unable to participate in a board meeting, but ~~still~~ would like to **cast a vote(s)**, the board member can designate another board member to ~~vote for them by~~ **serve as their** proxy. The board member must email the President and the board member ~~that will~~ **servng as their** 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~~ **would like to cast a vote(s)**, the committee member can designate another committee member to ~~vote for them by~~ **serve as their** proxy.

The committee member must email the committee chair /co-chair and the committee member **servng as their proxy** ~~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.

AAFCO Proxy Voting Procedure

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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 and/or from Association Management Firm*

Proxy Voting Form Template

Name of Member Agency _____

Name of Proxy Agency _____

I, (printed name to follow) _____,

~~Hereby designate~~ *Hereby give my proxy to:* (printed name to follow)

_____ *as my proxy.*

~~I authorize my~~ *This designation of proxy is effective* ~~to vote on my behalf~~ on any item or issue arising at:

(stipulated meeting and *meeting date(s)* ~~to~~

~~follow~~) _____

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

Designated Meeting _____

Date(s) of Meeting _____

Signed: _____

Dated: _____