

Strategic Affairs Committee Report/Minutes
January 20, 2022
9:30 am – 11:30 am
In Person/Virtual

COMMITTEE RECOMMENDATIONS:

- **Report acceptance.**
- **Recommend:**
 - A. Accept Resolutions Policy (Appendix 1, pages 5 and 6)**
 - a. Insert March 9 version (report pages 5-6, that has been grammatically reviewed by FASS, into the OP, Chapter 5.**

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	Eric Nelson	Ashlee-Rose Ferguson (Board Liaison)	
Richard Ten Eyck (BIN Coach)		Stan Cook, Vice Chairperson	

(Stan - In person co-Chair; Erin - Audience Chat)

Committee Advisors

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

* Present

By-Laws Sub-Committee

Ken Bowers	Erin Bubb	Doug Lueders	Richard TenEyck
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Committee Report:

1. Strategic Planning 2017-20
 - Key progress is recorded in Attachment 1: Strategic Plan 2017-20 updates from Midyear 2022. Edits are in purple text.
2. Strategic Planning 2022-25 - Update
 - Work has been delayed due to COVID-19
 - Priority Goals are currently being comprehensively renewed to better align with the updated Vision and Mission Statement;
 - Activities, deliverables and responsibilities: It is hoped that this can be done spring 2022, hopefully in person at Seminar 2022. Once complete they will be presented to members.

3. Procedures Manual

a. Update/clarify Procedures Manual including linkage with By-Laws and Official Publication (expanded from Secretary-Treasurer description update)

- A fulsome discussion raised the relationship between By-Laws, Official Publication (OP) and Procedures Manual (PM). There is a need for a better understanding and consequently clarification. The WG will:
 - focus on defining what information is maintained in each of the three. Reduction in overlap and duplication is a goal. Consideration should be given to minimizing OP content respecting procedures that could be placed in the PM. This would help manage the size of the OP.
 - conduct fulsome review/update; include consideration of how the PM is managed (information storage; format; maintenance)
- Comprehensive By-Laws legal review ~7yrs ago.
- Secretary-Treasurer (ST) needs more work; legal review which yielded options; need to address level of detail in By-Laws versus elaboration of duties in ST PM description; discussion expanded to include review of ED and Association Management Firm; restage WG function to consider review of all linkages with ST duties;
- WG adjusted: Ashlee-Rose, Kent, By-Laws SC, Linda, Stan and Sue
- Timing: Develop plan by Annual and updates/report out by Midyear 2023

b. Privacy Policy

- Board charge: the Strategic Affairs Committee will review drafted language for the AAFCO Privacy Policy and consult with the Attorney to come up with a proposed policy and report back to the Board of Directors.
- First draft developed by Sue Hays with assistance from FASS and legal
- Work Group formed: Erin, Sue, Jacob (Technology Comm. Rep), Scott, FASS rep
- Update: Counsel provided suggestions to bring into compliance with GDPR; FASS have also commented.
- Sue will merge comments from Counsel and FASS to develop document for WG review followed by SAC comment. When finalized, have counsel review. Consider whether state privacy policies will have an impact on AAFCO Privacy Policy.
- Identify placement in Procedures Manual.
- Timeline: Merged document to WG by mid-February; revise for SAC comment and discussion Annual 2022.

c. Resolutions Policy (Appendix 1)

- AFDO Resolutions Policy was presented for discussion in August 2021. They have used resolutions successfully. Resolutions are listed on AFDO website.
- Work Group formed: Stan, Erin, Hollis, Ashlee-Rose used AFDO policy as reference to draft AAFCO Resolutions Policy
- Discussion:
 - Process starts January, ends at Annual. Thus only considering once a year. In future consider adding a second opportunity (i.e. Annual and Midyear). WG suggest starting with once a year for now.
 - Align process timing with Business meeting Agenda/material - timeline 20 business days before meeting (OP p. 97) (Policy item 6)
 - General Association votes are simple majority; SAC advised 2/3 to pass as some resolutions may be controversial; may need to adjust By-Laws.

Motion to accept subject to changes made during the meeting (noted in red) and grammatical review - Richard; Second Stan; Motion carries.

- Need guidance on drafting resolutions (WG) and implementation (CIOC/Philosophy?) - WG will continue with this phase. Need guidance available by August when policy approved by members. Send to CIOC to help drafting guidance; Philosophy support needed to socialize Policy and drafting resolutions. Policy goes through Board, guidance doesn't need Board approval but will be informed via Committee reporting.
 - Timeline: Guidance and implementation recommendations for Annual 2022
 - d. Common Food Index
 - Update on IDC work: discussed at Midyear and will be further discussed in February; expected to come to SAC for consideration in August 2022.
4. Other Business
- a. Board Minutes availability
 - Board charge to SAC: Review the necessity of publishing the BOD minutes on the AAFCO website, while taking into consideration the updated AAFCO Privacy Policy, liability concerns of BOD members, and the language in the Official Publication that directs the placement of the BOD minutes. The Work Group should direct requests for assistance from legal counsel through the Board Executive Committee.
 - Work Group: Austin (lead), Sue, Stan, Dave, Ken, Leah
 - Discussion: Board minutes on website conflicts with OP (see Board timeline table 3 and 4 p. 99); led to broader discussion about whether we should publish (GDPR does not require).
 - Timing: Recommendation for SAC consideration by Annual 2022
 - b. Life Member privileges
 - New Board charge to SAC: Examine the life membership nomination process and procedures to specifically focus on conflict of interest and make recommendations to changes to the By-Laws and Procedures Manual and any subsequent procedures.
 - Need to address modifications to Life Member privileges where the Life Member is engaged by and representing regulated industry at meetings. Considerations for modification should include the By-Laws, Official Publication and Procedures Manual.
 - Background: An AAFCO Life Member has been asked to be an Advisor. Given the information that AAFCO Life Members are privy to, this could potentially be a Conflict of Interest. A potential solution could be suspension of Life Membership privileges while serving as a Committee Advisor. Another consideration is requiring the completion of an annual Conflict of Interest Affidavit for continued Life Member privileges. If a Life Member becomes an Advisor, Feed BIN access, voting in Committee Meetings, complimentary meeting registrations must all be considered. Additional language may be required in the Life Membership award letter to help clarify AAFCO's expectations of Life Members.
 - Work Group: Erin (lead), Doug, Eric
 - Timing: Recommendation for SAC consideration by Annual 2022

Motion (Evote March 9, 2022) to accept January 20, 2022 Midyear SAC meeting report - Mark, second - Ken. Motion carries.

Action Item Table:

Responsible	Item	Action	Timing / Status
WG: Ashlee-Rose, Sue, Kent, + By-Laws Sub Committee, Linda, Stan	Procedures Manual/By-Laws/Official Publication update	Update/clarify Procedures Manual including linkage with By-Laws and Official Publication (expanded from Secretary-Treasurer description update) then proceed with ST, ED and AMF review	Develop plan by Annual and updates/report out by Midyear 2023
WG: Erin, Sue, Jacob (Technology Comm. Rep), Scott, FASS rep	Privacy Policy	Merge legal and FASS comments for review by WG; consult with legal to finalize.	Merged document to WG by mid-February; revise for SAC comment and discussion Annual 2022.
WG: Stan, Erin, Hollis, Ashlee-Rose	Resolutions Policy	Review AFDO policy and consider for AAFCO; Draft policy developed for discussion Midyear 2022	Policy Complete; Draft guidance to develop and implement resolutions at Annual 2022.
WG: Austin (lead), Sue, Stan, Dave, Ken, Leah	Board Minutes availability	Review the necessity of publishing the BOD minutes on the AAFCO website	Recommendation for SAC consideration by Annual 2022
WG: Erin (lead), Doug, Eric	Life Member privileges	Examine life membership nomination process and procedures to specifically focus on conflict of interest	Recommendation for SAC consideration by Annual 2022

**TEXT REVIEWED AND EDITED BY FASS: March 9, 2022 version
AAFCO POLICY ON RESOLUTIONS (adopted xx/xx/xxxx)**

I. PURPOSE

Each year prior to the AAFCO Association Business Meeting, resolutions are submitted to the AAFCO Board of Directors by members or committees for consideration. Through this process, members and committees may raise concerns and suggested action relating to legislative, regulatory, and technical issues as they apply to commercial animal feed and food safety issues.

II. SCOPE

To establish protocols for the receipt and consideration by members of proposed resolutions submitted through the AAFCO Board of Directors that involves procedures, format, and frames.

III. PROCEDURES

1. In January of each year, the President shall call for resolutions at the Midyear Association Business Meeting. The Executive Director may follow up with members through additional communications and seek the submission of resolutions by members and committee chairs.
2. Proposed resolutions will be accepted only if they come from an AAFCO member representative or committee recommendation. If needed for explanatory purposes, a resolution should be accompanied by a statement (not to exceed one page) summarizing the purpose and the justification for the proposed resolution. Guidance and resolution samples will be provided to members to assist with drafting.
3. The Executive Director shall receive and accept all resolutions that meet established guidance on clarity and form and may modify language if deemed advisable, as long as the intent is not changed and the change is in consultation with the resolution sponsor. The Executive Director may consolidate resolutions that are similar in content and intent and so indicate when presenting the revised resolution to the Board.
4. The Executive Director, by tradition, shall also prepare and present at the time and place of AAFCO Annual Meeting additional resolutions that are of a memorial or recognition nature or in good etiquette and are appropriate for the Association.
5. All proposed resolutions reviewed and accepted for clarity and form by the Executive Director shall be submitted to the Board of Directors no later than 60 days prior to the Annual Meeting for approval by the Board of Directors. The Board may invite the sponsor of the resolution to attend a Board of Directors meeting to provide context for the resolution and answer questions. Resolutions that are not passed by the Board of Directors for approval shall not be provided to members for consideration at the Annual Association Business Meeting.
6. The President or President-Elect will be responsible for coordinating the inclusion of the Board-approved proposed resolutions, which are to be presented for membership approval, into the meeting materials for the Annual Association Business Meeting.

7. All resolutions reviewed and approved by the Board of Directors shall be presented to the membership during the Annual Association Business Meeting by the President-Elect, with the Board of Directors' recommendations of approval.
8. Floor action on resolutions shall be by two-thirds majority vote of the members present or by proxy at the Annual Association Business Meeting, which constitutes a quorum.
9. The AAFCO Board of Directors shall initiate all action required by the approved resolutions and will attempt to achieve the resolution's intent during the ensuing year. Board members may delegate actions to the Executive Director or Committee Chairs for implementation.
10. The Executive Director shall coordinate the posting of resolutions on AAFCO's website and forward copies to appropriate parties at the direction of the Board of Directors. Response to a resolution may be posted on AAFCO's website at the discretion of the Board of Directors.

IV. PROCESS SUMMARY

Benchmark	Estimated Dates	Action	Responsible Party	Notes
Midyear Association Business Meeting	January 15	Call for resolutions to members	President	Resolutions due 60 days prior to the Annual Meeting
60 days prior to the Annual Meeting	June 1	Collect, organize, review, and consolidate, if needed, resolutions for consideration by the Board	Executive Director	Executive Director assembles resolution(s) for BOD consideration
June Board meeting	June 20	Board members review and approve resolutions for membership consideration	BOD members	Resolutions not approved by the Board will not be recommended for membership consideration
Annual Association Business Meeting	August 1	Membership vote	President-Elect	During Association Business Meeting
Board Meeting at end of Annual Meeting	August 5	Board members provide direction on where to post resolution or any other action needed	BOD members	Provides direction on next steps for publishing and enacting resolution to Executive Director
30 days after the Annual Meeting	September 5	Post resolutions (other actions as needed)	Executive Director	Post approved resolutions on website

**2022 MIDYEAR VERSION ACCEPTED BY COMMITTEE
AAFCO POLICY ON RESOLUTIONS (adopted xx/xx/xxxx)**

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II. SCOPE

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III. PROCEDURES

1. In January of each year, the President shall call for resolutions at the Midyear Association Business Meeting. The Executive Director may follow up to members through additional communications and direction seeking the submission of resolutions by members and committee chairs.
2. Proposed resolutions will be accepted only if they come from an AAFCO member representative or committee recommendation. If needed for explanatory purposes, a resolution should be accompanied by a statement (not to exceed one page) summarizing the purpose and the justification for the proposed resolution. Guidance and resolution samples will be provided to members to assist in drafting.
3. The Executive Director shall receive and accept all resolutions that meet established guidance on clarity and form and may modify language if deemed advisable, as long as the intent is not changed and is in consultation with the resolution sponsor. The Executive Director may consolidate resolutions that are similar in content and intent and so indicate when presenting the revised resolution to the Board.
4. The Executive Director shall also prepare and present additional resolutions which by tradition are of a memorial or recognition nature or in good etiquette and are appropriate for the Association at the time and place of AAFCO Annual Meeting.
5. All proposed resolutions reviewed and accepted for clarity and form by the Executive Director shall be submitted to the Board of Directors no later than 60 days prior to the Annual Meeting for approval by the Board of Directors. The Board may invite the sponsor of the resolution to attend a Board of Directors meeting to provide context on the resolution and answer questions. Resolutions that are not passed for approval by the Board of Directors shall not be provided to members for consideration at the Annual Association Business Meeting.
6. The President or President-Elect will be responsible for coordinating the inclusion of the Board-approved proposed resolutions into the meeting materials for the Annual Association Business Meeting which are to be presented for membership approval.
7. All resolutions reviewed and approved by the Board of Directors shall be presented to the membership during the Annual Association Business Meeting by the President-Elect, with the Board of Directors' recommendations of approval.

8. Floor action on resolutions shall be by two thirds ~~simple~~ majority vote of the members present or by proxy at the Annual Association Business Meeting and constituting a quorum.
9. The AAFCO Board of Directors shall initiate all action required by the approved resolutions and will attempt to achieve the resolution's intent during the ensuing year. Board members may delegate actions to the Executive Director or Committee Chairs for implementation.
10. Executive Director shall coordinate the posting of resolutions on AAFCO's website and forward copies to appropriate parties at the direction of the Board of Directors. Response to a resolution may be posted on the AAFCO's website at the discretion of the Board of Directors.

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Benchmark	Estimated Dates	Action	Responsible Party	Notes
Call for resolutions during Midyear Association Business Meeting	January 15	Call for resolutions to members during Association Business Meeting	President	Resolutions due 60 days from the date of Annual Meeting
60 days prior to the Annual Meeting	June 1	Collect, organize, review, and consolidate, if needed, resolutions for consideration by the Board	Executive Director	Executive Director assembles resolution(s) for BOD consideration
June Board meeting	Jun 20	Board members review and approves resolution for membership consideration	Board members	Resolutions not approved by the Board will not be recommended for membership consideration
Annual Meeting	August 1	Membership vote	President-Elect	During Association Business Meeting
Post Annual Meeting (August BOD meeting) Board Meeting at end of Annual Meeting	August 5	Board members provides direction on where to post resolution or any other action needed	BOD members	Provides direction on next steps for publishing and enacting resolution to Executive Director
30 days after the Annual Meeting	September 5	Post resolutions (other actions as needed)	Executive Director	Post approved resolutions to website