

## Strategic Affairs Committee Report/Minutes

August 7, 2020  
4:15 pm – 5:00 pm  
Virtual

### COMMITTEE RECOMMENDATIONS:

- **Report acceptance.**
- **Recommend** (*Note: A, B, and D requires Board acceptance but not Membership vote; C reflects By-Laws changes which does require Membership vote*):
  - A. Addition to:**
    - 2020 OP, Committee Guidelines, end of Committee Meeting Operating Procedures, Page 96
    - 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.

### **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 and/or from Association Management Firm*

### **Proxy Voting Form Template**

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: \_\_\_\_\_

**B. Addition to:**

2020 OP, Committee Guidelines Section Life Members, Page 103  
Procedures Manual Page 23-24

*Add:*

Life members have the right to chair AAFCO committees.

**C. Change to:**

2020 OP, By-laws, Page 88

*Change:*

**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.

**D. Addition to:**

2020 OP, Committee Guidelines Section Life Members, Page 103  
Procedures Manual Page 23-24

*Add:*

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

**E. Accept updated Procedures Manual reflecting edits up to SAC meeting August 7, 2020. (Note this does not include A, B or D above).**

**BOARD RECOMMENDATIONS:**

- Report accepted – *add date*

**ASSOCIATION ACTIONS:**

- **Report accepted – add date**

Full Committee Members:

Linda Morrison	Nancy Thiex	Dragan Momcilovic	Scott Ziehr
Dan Danielson	Erin Bubb (Slido)	Doug Lueders	Brenda Snodgrass
Shannon Jordre	Ken Bowers	Chad Linton	Mark LeBlanc
Jenny Murphy	Kent Kitade	Ali Kashani (Board Liaison)	
Richard Ten Eyck (BIN Coach)		Stan Cook, Vice Chairperson (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 Report:

1. Sub-Committee: By-Laws Update (Ken)
  - Accept Sub-Committee report (Appendix 1)  
**Motion to accept Sub-Committee report - Richard; second - Ali; Motion carries.**
    - a. Board authority regarding Committee recommendations
      - Need more time. Will return with recommendation in January
    - b. Clarify Board Liaison role for Procedures Manual
      - Prior reports indicate this does not require By-Laws change.
      - WG established: Shannon, Erin, Ken, Scott
      - Will draft language for consideration in January
      - Text (Tables 1 and 3) approved with January SAC recommendations and added to Procedures Manual (see 4. below)
    - c. Clarify Committee Coordinator Role for Procedures Manual
      - Prior reports indicate this does not require By-Laws change.
      - WG established: Shannon, Erin, Ken, Scott
      - Will draft language for consideration in January
    - d. Clarify Life Member rights (Attachments B, C, D).
      - These clarifications reflect current practice and are intended to provide clarification.  
  
**Motion to accept recommendation in Attachment B - Ken; second - Shannon; Motion carries.**  
**Motion to accept recommendation in Attachment C - Ken; second - Stan; Motion carries.**  
**Motion to accept recommendation in Attachment D - Ken; second - Stan; Motion carries.**
    - e. Proxy voting (Attachment A and A1)

Motion to accept recommendations in Attachment and A1- Shannon; second - Richard; Motion carries.

2. Strategic Planning 2017-20
  - Key progress is recorded in Attachment 1: Strategic Plan 2017-20 updates from Annual 2019. Edits are in purple text. Progress will be tracked via Attachment 1;
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 to Midyear January 2021 due to Seminar cancellation.
  - Priority goals and activities will be finalized for presentation for member acceptance at Annual 2021.
4. Procedures Manual (Appendix 2)
  - 2020 January Midyear SAC approved edits
    - Conflict of Interest new section
    - Board of Directors - Executive Committee description
    - Board Liaison responsibilities (Table 1 and Table 3)
  - 2020 August 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 added purpose statement from OP with edit to separate out General Operating Procedures
    - General edit Tables 1-5 to reflect use of FEED BIN as well as website

Motion to accept 2020 August Annual meeting edits - Stan, second - Ali. Motion carries.

Evote Motion to accept the meeting minutes/report - Scott; Second - Ken; Motion ??.

**Action Item Table:**

<b>Responsible</b>	<b>Item</b>	<b>Action</b>	<b>Timing / Status</b>
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.	January 2021
By-Laws (Ken)	COI provisions in contracts	COI provisions should be in contracts as appropriate. Clarification added to the Procedures Manual.	Complete
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.	January 2021
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.	January 2021
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.	Complete
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	Complete

**APPENDIX 1**

**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 including Proxy Voting Procedure Form (Attachment A1).  
Procedures Manual Page 6

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**Attachment B**

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

*Add:*

Life members have the right to chair AAFCO committees.

**Attachment C**

Pg. 88, By-laws 2020 OP

*Change:*

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**Attachment D**

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

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**Attachment A1**

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Signed: \_\_\_\_\_

Dated: \_\_\_\_\_