

**Conference for Food Protection
Constitution and Bylaws/Procedures Committee FINAL Report**

COMMITTEE NAME: Constitution and Bylaws/Procedures Committee

COUNCIL (I, II, or III): Executive Board

DATE OF REPORT: December 17, 2011

SUBMITTED BY: Lee M. Cornman, Chair

COMMITTEE CHARGE(s):

Charges Established by Issue 2010 II-035:

The Constitution and Bylaws (C&B) Committee develop guidelines regarding committee structure, participant responsibilities, membership size, and constituency representation and report back to the Executive Board no later than the August 2011 Executive Board Meeting with recommendations regarding proposed changes to policies and/or governing documents.

Constitutional Charges, as stated in Article XV, Section 3 of the Constitution:

1. Submit recommendations to improve Conference administrative functions through proposals to amend the Constitution and Bylaws.
2. Review proposed memorandums of understanding and ensure consistency among the memorandums of understanding, the Conference Procedures manual, the Constitution and Bylaws and other working documents.
3. Report all recommendations to the Board prior to Council II deliberations.
4. Follow the direction of the Board.

Charges Established by the Executive Board:

1. Add a "statement of neutrality" to the Council Chair and Vice-Chair position description.
2. Clarify the use of "Conference" and "Biennial Meeting" in the Constitution, Bylaws, and Procedures.
3. Research "scope" of Executive Board authority concerning direct approval of policy and procedures changes by the Executive Board rather than approval through Issue submission at the Conference Biennial Meetings.
4. Clarify the "scope" of activities assigned to committees that includes
 - a) Development of a process of expanding or adding committee charges between biennial meetings
 - b) Clarification of language in Conference Procedures Section VIII (D), (F.5.), (H.2.).
5. Clarify what the Executive Board may, under the Constitution and Bylaws and Conference Procedures, do with extracted Issues.

COMMITTEE ACTIVITIES AND RECOMMENDATIONS:

Issue 2010 II-035: The Constitution and Bylaws Committee develop guidelines regarding committee structure, participant responsibilities, membership size, and constituency representation and report back to the Executive Board no later than the August 2011 Executive Board Meeting with recommendations regarding proposed changes to policies and/or governing documents.

Status: Research was conducted on minimum/maximum committee membership guidelines from other groups including Association of Food and Drug Officials (AFDO), International Association of Food Protection (IAFP), National Environmental Health Association (NEHA), etc. Most described a minimum number of committee members without specifying a maximum number. The Constitution, Bylaws/Procedures (C&B) Committee discussed the language currently provided in CFP Committee Member position description as follows:
Committee membership is generally composed of at least eleven (11) members: the Chair, Vice Chair and two (2) representatives from state regulatory, two (2) representatives from local regulatory, two (2)

representatives from industry, and one (1) from an academic institution, and one (1) consumer representative, and one (1) representative from a federal agency. This language essentially defines a minimum committee number with constituency structure.

A proposal was made that consideration be given to using the current CFP Council structure and constituencies as defined in the Constitution and Bylaws (Article XI, Section 2) as a general guide for determining a maximum committee size and structure for committees. If a Committee Chair does not receive sufficient applicants in the appropriate constituencies, they may confer with the Council Chair to seek applicants from the Conference membership making every reasonable effort to maintain constituency balances. (Committee membership discussion is limited to Council committees only (i.e., those established or re-created following every Biennial Meeting) – membership on Standing Committees or Executive Ad Hoc Committees is defined by the CFP Executive Board.)

Active discussion resulted in a mixed opinion on providing a minimum/maximum committee membership size. The C&B Committee was in agreement to the minimum size of 11 voting members as currently defined by the CFP Committee Member position description. However, there was divergence as to defining a maximum number of committee members. Several different solutions to this issue were offered by C&B Members that would include participation from all Conference Members who apply for a committee membership. These recommendations were offered to the Executive Board for review, for discussion and recommendations for next steps. The Executive Board deliberated this issue and requested that the committee continue to deliberate this issue and provide a single recommended action for determining the maximum size of a council committee along with provisions for future turnover in council committee membership.

After further review and deliberation, the committee drafted a proposed revision to the Constitution and Bylaws that establishes a minimum of 11 voting members and a maximum of 23 voting members for council committees. Any volunteers for a committee beyond the 23 voting members will be included as “at-large” non-voting members. The maximum size voting membership is the Committee Chair, Vice Chair, four (4) representatives from state regulatory, four (4) representatives from local regulatory, eight (8) representatives from industry, one (1) from an academic institution, one (1) consumer representative, and three (3) elective representatives that may be selected from any Conference constituency. The proposed language noted below includes procedures for managing unbalanced constituencies, member changes in constituencies, and changes to membership between Biennial Meetings.

Additionally, a proposal was received from FDA representatives that Section VIII, Paragraph D of the *CFP Conference Procedures* be moved into Article XIV, Section 1, of the *CFP Constitution and Bylaws* with minor revisions. This amendment is also consistent with the charge specified in Issue 2010 II-035 and relevant to identification of committee membership. This language clarifies the appointment of committee chairs and committee members with Board approval and the appointment of Federal participants to each committee as a non-voting member. Language amendment is provided below:

See Issue titled: ***Council Committee Size and Constituency.***

CFP Conference Procedures
VIII. Committees

A. - C. No change.

D. ~~Appointment of Members~~

- ~~1. The incoming Council Chairs appoint the Chairs of each Committee formed within their Council with the concurrence of the Conference Chair. The Conference Chair will confirm the appointment of the Committee Chair and then notify the person of their appointment. Once confirmed, the Committee Chair will select the remaining members of the Committee and submit them to the Conference Chair for final Board approval. Accepting a committee chair or member assignment requires a commitment of time and~~

resources as described in the Constitution and Bylaws.

2. ~~Federal participants (FDA/USDA/CDC) may appoint a member and an alternate for each Committee. The member participates in discussion but does not vote. The alternate may act in the member's place if the member is unable to attend.~~

E. - J. No language change – renumbering only as paragraphs D through I.

CFP Constitution and Bylaws

Article XIV Committees

Section 1. All appointments to Council Committees shall be made to provide a balance in representation of the stakeholders in the particular matter under consideration.

Subsection 1. ~~The incoming Council Chairs appoint the Chairs of each Committee formed within their Council with the concurrence of the Conference Chair. The Conference Chair will confirm the appointment of the Committee Chair and then notify the person of their appointment. Once confirmed, the Committee Chair will select the remaining members of the Committee and submit them to the Conference Chair for final Board approval.~~

Subsection 2. ~~Federal participants (FDA/USDA/CDC) may appoint a member and an alternate for each Committee. The member participates in discussion but does not vote. The alternate may act in the member's place if the member is unable to attend.~~

Section 2. – 5. No change.

Article XV Duties of the Committees

Section 8. ~~Council Committee Size and Constituency: Committee membership discussion is limited to Council committees only. Membership on Standing Committees or Executive Board Ad Hoc Committees is defined by the CFP Executive Board.~~

Subsection 1. ~~Committee size.~~

Voting membership for council committees should be comprised of at least eleven (11) voting members with a maximum of no more than twenty-three (23) voting members.

a. Minimum size: Voting membership for a minimum size committee is the Chair, Vice Chair, two (2) representatives from state regulatory, two (2) representatives from local regulatory, two (2) representatives from industry, one (1) from an academic institution, one (1) consumer representative, and one elective (1) representative which may be selected from any Conference constituency.

b. Maximum size: Voting membership for a maximum size committee is the Chair, Vice Chair, four (4) representatives from state regulatory, four (4) representatives from local regulatory, eight (8) representatives from industry, one (1) from an academic institution, one (1) consumer representative, and three elective (3) representatives that may be selected from any Conference constituency.

c. Any committee comprised of membership numbers between the minimum and maximum shall make every reasonable effort to maintain constituency balances.

Subsection 2. ~~The Chair and Vice Chair of a council committee may be selected from any of the Conference constituencies as approved by the Council Chair and the Executive Board, provided each is from a different constituency. If a Committee Chair does not receive sufficient volunteers in the appropriate constituencies, they shall confer with the Council Chair to seek~~

volunteers from the Conference membership making every reasonable effort to maintain constituency balances. The Committee Chair, in conference with the Council Chair and/or Executive Board, shall have the flexibility to fill vacancies in the voting membership with unbalanced constituency representation if deemed necessary to reach a minimum of 11 voting committee members. All proposed committee members must be approved by the Executive Board in accordance with Article XIII, Section 6, Subsection 4 of the Constitution and Bylaws.

Subsection 3. A maximum of 23 voting members are permitted on a council committee. All volunteers not selected for a voting position shall be offered an “at-large” non-voting position on the committee. There is no limit to the number of at-large non-voting members that may participate. At-large members will be included and allowed to participate in all committee functions, including but not limited to, meetings, conference calls, emails, deliberations, research and activities, but will not have an individual vote on committee actions. All voting members and at-large non-voting members shall be identified as such on the committee roster along with their respective constituency.

Subsection 4. In the event a council committee voting member departs such committee during a biennial cycle, an at-large member of the same constituency as the departing member shall be selected by the Council Chair to fill the vacancy, subject to approval by the Council Chair and Executive Board in accordance with Article XIII, Section 6, Subsection 4 of the Constitution and Bylaws. If a council committee voting member changes constituency during a biennial cycle, and there is no vacancy in that member's new constituency, the member will need to transition from service as a voting member on that committee and may continue to serve as an at-large non-voting member for the remainder of the biennial cycle. This transition will occur upon notification to the Committee Chair.

Subsection 5. The Chair of a council committee that continues over more than one biennial cycle shall assess the immediate previous committee membership to ensure at least 50% of the ongoing committee's voting membership are new members that did not serve as voting members on the immediate previous committee. This will ensure that an increased number of at-large members or others have an opportunity to participate as a voting member over time when there are a large number of volunteers.

The 2010 – 2012 Constitution and Bylaws/Procedures Committee also looked at the organization's governing documents to develop definitions for each of the existing constituencies as identified in Article IV of the *Constitution and Bylaws*. The Committee has created definitions for each of the existing constituencies that represent the Conference for Food Protection membership. Current constituencies include: Regulatory – Local, State, District/Territory and Federal; Industry – Retail, Food Service, Processing and Vending; Academia; and Consumer. While each constituency is identified in the *Conference for Food Protection Constitution and Bylaws* by title, these constituencies do not currently have a clear definition for what comprises each.

Additionally, the Committee has sought to create definitions for several new constituencies that incorporate the expanding types of members who seek to be active participants in the Conference process. The largest majority of current members in the Conference for Food Protection are categorized as “other” because they do not fall within the existing definitions for Conference constituencies. New constituencies for consideration by the Conference include: Food Industry Support, Emeritus (retiree), and Student; and, the Vending Industry constituency has been expanded to include the Distribution Food Industry as a shared constituency titled “Vending and Distribution Food Industry”.

Creation of the new constituencies does not alter representation to the CFP Executive Board, the Councils, or to the Conference Voting Delegates as currently prescribed in the *CFP Constitution and Bylaws*. See language noted below and Issue titled: ***Definitions for Conference Constituencies***.

Article III Registration and Membership

Section 5. Membership in the Conference is classified into constituencies that are representative of the key stakeholder groups which support the objectives of Article I and facilitate the requirements of Article IV. The Conference constituencies are defined as follows:

Subsection 1. Regulatory is comprised of those officers, agents or authorized representatives having authority over the regulation of food establishments, production, processing, vending, or distribution, or has oversight for prevention of foodborne illness in accordance with rule and/or law in their respective governmental jurisdiction. Sub-categories of this constituency include:

a. Local Regulator = government employee or agent representing a territorial division of local government with responsibility for regulation of food establishments, production, processing, vending or distribution, or has oversight for prevention of foodborne illness.

b. State Regulator = government employee or agent representing a territorial division of state government with responsibility for regulation of food establishments, production, processing, vending or distribution, or has oversight for prevention of foodborne illness.

c. Federal Regulator = government employee or agent representing a program or agency of the Federal Government with responsibility for regulation of food establishments, production, processing, vending or distribution, or has oversight for prevention of foodborne illness.

d. District/Territory Regulator = government employee or agent representing the U.S. District of Columbia or one of the six U.S. Territories with responsibility for regulation of food establishments, production, processing, vending or distribution, or has oversight for prevention of foodborne illness.

Subsection 2. Industry is comprised of those employees, agents or executives representing business entities that operate food establishment(s), production, processing, vending, or distribution; or, providers of an industry related service to such food operations; or, representatives of a professional organization or trade association that promotes, supports and/or markets to/for the food industry or its related services. Sub-categories of this constituency include:

a. Food Service Industry = employees, agents or executives representing business entities that operate food service establishments. Examples include, but are not limited to, restaurants of all sizes/types/styles of service, caterers, military food service, institutional and other health care food service, schools and university food service, common carrier food service (planes, trains, etc.), corporate food service operations, and government food service.

b. Retail Food Industry = employees, agents or executives representing business entities that operate retail food establishments. Examples include, but are not limited to, grocery stores, supermarkets, convenience stores, retail pharmacies, produce markets, roadside stands, department stores, warehouse sales clubs, seafood markets, retail bakeries, military base PX/groceries, and liquor stores.

c. Processing Food Industry = employees, agents or executives representing business entities that manufacture, process, package or label food items for wholesale sale. Examples include, but are not limited to, commercial food manufacturing, canning, packaging, commercial bakeries, commercial meat slaughter and processing, packing houses and distribution centers, farming and agricultural processing and packing operations, ice processing, and packing plants.

d. Vending and Distribution Food Industry = employees, agents or executives representing business entities that own and/or operate food companies that vend or distribute food either

wholesale or retail. Examples include, but are not limited to, coffee and food vending service companies, service companies, commissaries, food supply chain operators, wholesale distributor, shipping lines, brokers, equipment manufacturers, and suppliers of products and services to operating service companies.

Subsection 3. Food Industry Support = employees, agents or executives representing business entities that provide direct or support services to food service establishments, retail food establishments, processing food operations, vending and distribution food operations. Examples include, but are not limited to, professional organizations, trade associations, pest control companies, auditing firms, standards associations, consultants, cleaning and sanitation management operations, training and/or testing companies or services, equipment and supply operations, software and technology, dieticians or dietary managers, media and legal representatives.

Subsection 4. Academia = academic professionals employed by a college or university involved in education or research involving food sciences, food operations, or food safety. Examples include, but are not limited to, professors, adjunct instructors, researchers, teaching assistants, and extension agents.

Subsection 5. Consumer = employees, agents or executives representing consumer advocacy organizations supporting food safety, food wholesomeness, allergen awareness, food policy matters and food standards and guidelines.

Subsection 6. Emeritus = members retired or honorably discharged from full-time work and no longer receiving compensation for work related to the Conference's mission. This constituency is designed for those professionals who, prior to retirement, were members of any Conference stake holder group in good standing of the Conference for Food Protection for at least three biennial cycles (6 years). Previous membership does not have to be in contiguous biennial cycles. An emeritus member may participate as an attendee/observer in all usual Conference functions such as attending the Biennial Meeting, including workshops, Council deliberations, Assembly of Delegates, and social functions. Emeritus members may serve as a member of a Council committee, as a Council Committee Chair and participate and vote in constituency caucus meetings. The Executive Board may elect to assign an emeritus member to participate in other Conference related activities.

Subsection 7. Student = any student enrolled in a two-year, four-year, or graduate program in a college or university involving food sciences, food operations or food safety. A student member may participate as an attendee/observer in all usual Conference functions such as attending the Biennial Meeting, including workshops, Council deliberations, Assembly of Delegates, and social functions. Student members may serve as a member of a Council committee. The Executive Board may elect to assign a student member to participate in other Conference related activities.

Charges Established by the Executive Board:

1. Add a "statement of neutrality" to the Council Chair and Vice-Chair position description.

Status: Essentially, this is an agreement by Council Chairs and Vice Chairs to refrain from lobbying any particular issue or expressing a personal opinion about any particular issue during any Council Sessions or open Conference forum at the Biennial Meetings. Council Chairs/Vice Chairs have been verbally agreeing to maintain "neutrality" during the proceedings of the Biennial Meetings since 2006 and this proposal formalizes that agreement. Conditions are provided where the individuals in these positions may express a personal opinion during Caucus Meetings or during Council deliberation provided the Chair/Vice-Chair has officially relinquished their chair in accordance with Roberts Rules of Order. Newly proposed language is noted below; see Issue titled: **Statement of Neutrality for Council Chair / Council Vice-Chair,**

and Attachment B: Council Chair Position Description Neutrality Statement, and Attachment C: Council Vice-Chair Position Description Neutrality Statement for the proposed full language of each.

Council Chair Neutrality

- In order to maintain their neutrality during Council deliberations, the following rules of conduct shall apply to the Council Chair during the biennial conference:
 - Outside the Council deliberations, the Chair shall refrain from publicly voicing a personal opinion on an Issue that is before the Council in such a manner or extent that it may call into question his or her ability to remain neutral when the Issue ultimately reaches the Council floor.
 - May answer questions related to a specific Issue during Council deliberations if the intent of the response is to objectively educate or clarify the Council, presenter or person approved to address the Council.
 - May offer personal opinions in the following situations:
 - I. Outside of council deliberations, including constituency consensus meetings and caucuses, with the clarification that one is offering a personal opinion and not speaking as the Council Chair.
 - II. During Council deliberations, only when one's position as Chair has been clearly relinquished to someone else (per Robert's Rules of Order Newly Revised).

Council Vice Chair Neutrality

- In order to maintain their neutrality during Council deliberations, the following rules of conduct shall apply to the Council Vice Chair during the biennial conference:
 - Outside the Council deliberations, the Vice Chair shall refrain from publicly voicing a personal opinion on an Issue that is before the Council in such a manner or extent that it may call into question his or her ability to remain neutral when the Issue ultimately reaches the Council floor.
 - May answer questions related to a specific Issue during Council deliberations if the intent of the response is to objectively educate or clarify the Council, presenter or person approved to address the Council.
 - May offer personal opinions in the following situations:
 - I. Outside of council deliberations, including constituency consensus meetings and caucuses, with the clarification that one is offering a personal opinion and not speaking as the Council Vice Chair.
 - II. During Council deliberations, only when one's position as Vice Chair has been clearly relinquished to someone else (per Robert's Rules of Order Newly Revised).

2. Clarify the use of "Conference" and "Biennial Meeting" in the Constitution, Bylaws, and Procedures.

Status: The 2010 – 2012 Constitution and Bylaws Committee has reviewed the *Conference for Food Protection Constitution and Bylaws* and the *Conference for Food Protection Procedures* documents to identify where the terms "Conference", "Conference for Food Protection" and "Biennial Meeting" have been used interchangeably or incorrectly. These documents have been expanded and revised over the years with numerous writers/editors. As a result, there are locations within each document where clarification is needed to accurately represent whether a portion of text refers to the Conference for Food Protection as the organization or, refers to the Conference of Food Protection as the Biennial Meeting, and vice-versa. An in-depth review was completed to discern the meaning of each passage and provide the appropriate terminology. See Issue titled: ***Clarification of Terminology in Conference Governing Documents*** and Attachment D: *CFP Constitution and Bylaws / Procedures with Editorial Corrections* for the full language with annotated changes.

3. Research "scope" of Executive Board authority concerning direct approval of policy and procedures changes by the Executive Board rather than approval through Issue submission at the Conference Biennial Meetings.

4. Clarify the “scope” of activities assigned to committees that includes
- a) Development of a process of expanding or adding committee charges between biennial meetings
 - b) Clarification of language in Conference Procedures Section VIII (D), (F.5.), (H.2.).

5. Clarify what the Executive Board may, under the Constitution and Bylaws and Conference Procedures, do with extracted Issues.

Status: The Constitution and Bylaws/Procedures Committee was unable to complete the charges identified in numbers 3 – 5 above and will include these as continuation charges for the 2012 – 2014 Constitution and Bylaws/Procedures Committee as Executive Board charges.

Recommended Charges for 2012 – 2014 Constitution and Bylaws/Procedures Committee:

Along with the above Executive Board continuation charges noted above, the Constitution and Bylaws/Procedures Committee proposes development of a 2012 Issue charging this committee with incorporating the *Constitution and Bylaws*, the *Conference Procedures*, the *Conference Biennial Meeting Manual*, position descriptions, Conference policies, etc., into a comprehensive “Conference for Food Protection Manual” that would be divided into multiple “chapters” including the documents listed above and any other relevant items, each as a separate chapter. The *Constitution and Bylaws* will remain as a stand-alone document, potentially as Chapter 1 of the manual, with each of the other complimentary Conference documents as parts of an all-inclusive handbook that can be indexed and cross-referenced. There are areas for improvement in each of these documents (chapters) in the conformance of terminology and language between documents. Also, combining the documents into one master manual will help guarantee that any updates or corrections are performed across the entire manual to ensure that documents match accordingly. The combined and cross-referenced document can be posted to the CFP website in a format similar to the FDA Food Code where each chapter, table of contents, index, etc. shows as an individual link that is part of the whole CFP Manual. See Issue titled: ***Merger and Conformance of CFP Governing Documents***.

REQUESTED ACTION:

Committee submitted Issues =

- Report - Constitutions and Bylaws/Procedures Committee (with Attachments A and F)
- Council Committee Size and Constituency
- Definitions for Conference Constituencies
- Statement of Neutrality for Council Chair / Council Vice Chair (with Attachments B and C)
- Clarification of Terminology in Conference Governing Documents (with Attachment D and E)
- Merger and Conformance of CFP Governing Documents

Committee submitted Content Documents =

- Attachment A: Constitution and Bylaws/Procedures Committee Final Report
- Attachment B: Council Chair Position Description Neutrality Statement
- Attachment C: Vice-Council Chair Position Description Neutrality Statement
- Attachment D: Editorial Revision to CFP Guidance Documents – Bylaws
- Attachment E: Editorial Revision to CFP Guidance Documents - Procedures

COMMITTEE MEMBER ROSTER:

Attachment F: Constitutions and Bylaws/Procedures Committee Roster