

# 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 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.

## **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 AFDO, IAFF, NEHA, etc. Most described a minimum number of committee members without specifying a maximum number. 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 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 – 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 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 all Conference Members who apply for a committee membership. These recommendations were offered to the Executive Board for review, 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. 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 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. The proposed language includes procedures for managing unbalanced constituencies, member changes in constituencies, and changes to membership between Biennial Meetings. See *Attachment B: Article XV Duties of the Committees Section 8 Size and Constituency of the Constitution and Bylaws* for the proposed full language.

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 Conference constituencies. New constituencies for consideration by the Conference include: Food Industry Support, Emeritus (retiree), and Student. 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 or to the Conference Voting Delegates as currently prescribed in the *CFP Constitution and Bylaws*. See *Attachment C: Article III Registration and Membership Constituency Definitions* for the proposed full language.

#### **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 for the past six to eight years 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 provided the Chair/Vice-Chair has officially relinquished their chair in accordance with Roberts Rules of Order. See *Attachment D: Council Chair Position Description Neutrality Statement* and *Attachment E: Council Vice-Chair Position Description Neutrality Statement* for the proposed full language of each.

##### **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 *Attachment F: CFP Constitution and Bylaws / Procedures with Editorial Corrections* for the full language.

##### **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 add these to 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 charges, 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: Merger and Conformance of CFP Governing Documents

#### **REQUESTED ACTION:**

##### **Committee submitted Issues =**

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

##### **Committee submitted Content Documents =**

- Attachment A: Constitution and Bylaws/Procedures Committee Final Report
- Attachment B: Article XV Duties of the Committees Section 8 Size and Constituency
- Attachment C: Article III Registration and Membership Constituency Definitions
- Attachment D: Council Chair Position Description Neutrality Statement
- Attachment E: Vice-Council Chair Position Description Neutrality Statement
- Attachment F: CFP Constitution and Bylaws / Procedures with Editorial Corrections

#### **COMMITTEE MEMBER ROSTER:**

Attachment G: Constitutions and Bylaws/Procedures Committee Roster