

**Conference for Food Protection
Executive Board Meeting Committee Report**

COMMITTEE NAME: Constitution and Bylaws Committee

COUNCIL (I, II, or III): Standing Committee - Executive Board

DATE OF REPORT: August 19, 2011

SUBMITTED BY: Lee M. Cornman, Chair

COMMITTEE CHARGE(S):

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 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 "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).
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 use of "Conference" and "Biennial Meeting" in the Constitution, Bylaws, and Procedures. 4/16/2011 - 2 - Revised 3/2009.
5. Clarify what the Executive Board may, under the Constitution and Bylaws and Conference Procedures, do with extracted Issues.

COMMITTEE'S REQUESTED ACTION FOR BOARD (If Applicable):

1. The C&B Committee requests the Board review and discussion of the alternatives identified below with regard to a minimum/maximum committee size with a vote for majority consensus as to the recommended direction for the C&B Committee to take with this issue.

2. The C&B Committee requests the Board review and discussion of the proposed "Emeritus" classification with a vote for majority consensus as to the approval or disapproval of this draft language.

3. The C&B Committee requests the Board review and discussion of the proposal to submit a 2012 Issue to spend the next biennial period on a comprehensive review and incorporation of Conference documents into an inclusive "manual" that includes the Constitution and Bylaws as a separate and unique chapter, and the other docs as corresponding and cross-referenced supporting chapters as applicable.

PROGRESS REPORT / COMMITTEE ACTIVITIES WITH ACTIVITY DATES:

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.

CHARGE PENDING: see following discussion -

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 guide for determining a maximum committee size and structure of twenty two (22) members 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 is in agreement to the current minimum size of 11 members as currently defined by the CFP Committee Member position description. However, there is disagreement 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 suggestions are as follows:

1. "Create a process that assures every volunteer will be assigned to at least one committee." For example, have volunteers designate no more than three committees and specify each selection as a first, second or third choice. This process is similar to the Council selection process but with a much bigger candidate pool from which to choose. This process places a larger burden on the Committee Chairs and Council Chairs to ensure that all volunteers are placed on at least one committee and may still create some committees that are unwieldy in size. However, it does provide a means to ensure all are placed in a voting position on a Council Committee.

2. "Include all members who want to participate as a committee member but limit voting committee members to 11 based on balanced constituencies and academic makeup. That might help alleviate quorum issues while allowing everyone some input." This suggestion is similar to the Executive Board where there are voting members and non-voting, ex officio members. The ex officio members still have active input and are involved in the discussions but do not have a final vote.

3. Another possibility with larger committees is to have all of those in the same constituency vote on a single representative (again similar to Executive Board) to have the voting privilege but represent the opinion of all in that constituency. This can help maintain a minimum voting quorum that is achievable.

4. An option that could be considered is a written "requirement" or "suggestion" that ongoing committees target a designated percentage of new committee members each biennium (e.g., 30% new members); this would allow an increased number of members to officially participate over time when there is a large volunteer pool for certain committees. This is similar to the Food Protection Manager Committee bylaws.

Ultimately, the Committee Chair, in conference with the Council Chair and/or Executive Board, may have the flexibility to fill in gaps in membership numbers or constituencies, or establish reasonable rules to govern the committee that are consistent with existing Conference bylaws, policies and guidelines.

The C&B Committee members continued to discuss the different categories of representation for regulatory, industry, academia and consumers. Further discussion needs to occur to clarify each of these existing categories but the Chair believes that a recommendation should be achievable this fall prior to December 5 deadline for Committee Issues and Reports.

Information was collected from other organizations (AFDO, IAFF, NEHA, etc.) relative to constituencies representing a Retiree, Honorary or Emeritus type classification. Based on that research and discussion between C&B Committee Members, a draft definition of an Emeritus classification has been developed for consideration by the Executive Board. If approved, it will be submitted as a 2012 Issue for Conference consideration. See language as follows:

"Emeritus" is defined as those 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 only serve as a voting member of a Council committee, as a Committee Chair and participate and vote in constituency caucus meetings. The Executive Board may elect to assign an Emeritus Member to participate in another Conference related activity.

Executive Board Charges:

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

CHARGE COMPLETED – pending submittal as issue for 2012.

2. 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.).

CHARGE PENDING: Ruth Hendy completed a cursory review of the Constitution and Bylaws and Procedures which *suggests* that changes to the Procedures is supposed to go through the Council and Assembly of Delegates, just as Constitution and Bylaws amendments do. Ruth has not been able to find as yet, any section that specifically is about adopting or amending the Procedures. Policies, however, may be a different subject since the Executive Board is given the authority to manage the affairs of the Conference, and policies usually fall under that category. **See Item #3 below.**

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.

CHARGE PENDING: Cassandra Mitchell has taken the lead on this issue and has reviewed the Constitution and Bylaws and the Conference Procedures along with other members and they have identified that there a number of discrepancies and inconsistencies that exist between the two documents.

A proposal was put forward and the C&B Committee is in agreement that completion of Board issued charges #2 and #3 are too extensive to complete for the 2012 Biennial Meeting. The Committee proposes development of a 2012 Issue, for consideration by the Executive Board, 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.

4. Clarify the use of "Conference" and "Biennial Meeting" in the Constitution, Bylaws, and Procedures. 4/16/2011 - 2 - Revised 3/2009. **CHARGE COMPLETED – pending submittal as issue for 2012.**

5. Clarify what the Executive Board may, under the Constitution and Bylaws and Conference Procedures, do with extracted Issues. **CHARGE PENDING:** Issue is still under discussion by full C&B Committee. Bill Hardister sought further clarification of previous issues that were extracted and returned to the Executive Board and several from 2010 Conference were identified. Bill is working on this issue with assistance from Vicki Everly.