

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

COMMITTEE NAME: Constitution, Bylaws and Procedures Committee

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

DATE OF REPORT: July 14, 2013

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 Issues 2012 II-001 and II-004:

Charge:

1. 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.
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. Clarify what the Executive Board may, under the Constitution and Bylaws and Conference Procedures, do with extracted Issues.

Charge: Review and consolidate the existing *Conference for Food Protection Constitution and Bylaws*, *Conference for Food Protection Procedures* and *Conference for Food Protection Biennial Meeting Manual*, position descriptions, conference policies, etc., into a comprehensive "*Conference for Food Protection Manual*".

Charge: Report back to the Executive Board; and, submit recommendations as Issues at the 2014 Biennial Meeting.

Executive Board Charges: Review the CFP Commercialism Policy to discern whether it is sufficient to apply to situations where the CFP name or logo is used in an unsanctioned manner by entities other than the CFP. (August 2012 Executive Board Meeting)

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

1. **Committee seeks confirmation from Executive Board at August Meeting on the direction/concept of CBP Committee work to date.**

2. Committee will need Executive Board to review and vote on final CBP committee recommendations for Issues prior to December 1, 2013 in advance of deadline for Committee Reports/Issues.

PROGRESS REPORT / COMMITTEE ACTIVITIES WITH ACTIVITY DATES:

Since the May meeting of the Executive Board (EB) the Constitution, Bylaws and Procedures Committee (CBP) has held two conference calls and actively communicated by email on charges identified in Issue 2012 II-001 (above). A brief conference call was held on May 22, 2013, with the primary intent to go over mission and charges of this committee and to encourage participation by conference call and email on assigned charges. Previously sent out was a draft document with starter language for members to review and initiate discussion on recommended response to the Executive Board. Comments were received from most all committee members and an active dialogue was initiated.

A second conference call was held on July 9, 2013. Discussion was opened with a review of the revised charges document sent to members with all discussion comments included.

NOTE: The following notes and action items are still under discussion by the committee and have not been finalized or voted on by the committee as yet.

Charge # 1. Research "scope" of EB authority concerning direct approval of policy and procedures changes by the EB rather than approval through Issue submission at the Conference Biennial Meetings.

- Discussion included a review of the background of the issue and how it was generated by the Executive Board.
- Terminology of "Conference" vs. "Biennial Meeting" was discussed at length in reference to the existing C&B document language in Article V, Section 1.
- Consensus was met that the Executive Board should have an appropriate level of authority to change or make policies and procedures relative to managing the Conference operations without going through the Issue process.
- Transparency and clarification of the process was emphasized.

Action Item: review and revision of the current proposed recommendation to the EB to include clarification of "Conference" as the organization, not the biennial meeting, with respect to EB authority. See following revision to date.

DRAFT - It is the recommendation of the Constitution, Bylaws and Procedures Committee to present an issue to the Conference that amends Article V, Section 1, as follows:

Article V Duties of the Assembly and the Board

Section 1. The Assembly with recommendation from a Council or the Board shall approve or reject all recommendations including those pertaining to the Constitution and Bylaws, ~~any Conference procedures, all Memoranda of Understanding or other formal agreements and other necessary actions including resolutions; and establish Conference policies and positions on all subjects related to the objective of the Conference except as delegated (by the Assembly) to the Board.~~ If a recommendation is approved, it shall be referred to the

Board for appropriate disposition. If a "No Action" recommendation is rejected, the Issue will be referred to the Board for its consideration.

Section 2. The Board shall manage the affairs of the Conference organization including the development and implementation of Conference procedures, all Memoranda of Understanding or other formal agreements and other necessary actions including resolutions; and establish Conference policies and positions on all subjects related to the objective of the Conference organization.

Charge # 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.

- Discussion included an overview of the EB concerns and examples of previous issues submitted for clarification.
- Concern was identified with addressing and maintaining the original charge as it was formulated in Council and approved by the Assembly.
- Existing EB members clarified that while there are generally very few such charges of concern, those that do occur significantly impede the forward progress of the committee within the biennial period.
- Several ideas were discussed for possible resolution of the issue with a suggestion to include language that the committee must provide recommended language for clarification by the EB.
- Consensus to use language with modification as identified in above bullet.

Action Item: review and revision of the current proposed recommendation to the EB to incorporate recommended language. See following revision.

DRAFT - It is the recommendation of the Constitution, Bylaws and Procedures Committee to present an issue to the Conference that amends the Biennial Meeting/Conference Procedures Manual, Section VIII. Committees, Paragraph H. Committee Meetings, Subparagraph 1. as follows:

H. Committee Meetings

1. Committees may convene during the two years before the Conference meeting to complete discussions of the Issues assigned to them. The assignments are a result of previous Council recommendations that were passed by the Assembly of State Delegates.

If a Committee deliberates an Issue and by majority vote determines that clarification of the Issue is needed, specificity of Issue parameters for completion of Issue charges is needed, or that an Issue charge exceeds the mission of the Conference, the Committee may develop and provide a recommendation for modification of the Issue to the Council Chair. The Council Chair shall submit the identified concerns to the Executive Board for review and deliberation. On behalf of the Assembly, the Executive Board may provide necessary clarification of direction or purpose of the Issue charge to maintain the Conference mission. All pertinent correspondence between the Committee and the Executive Board shall be included in the Committee's final report and presented to the Council at the next biennial meeting; the final report shall also include documentation and clarification regarding the original charges and any new or revised charges.

Charge # 2. Clarify the "scope" of activities assigned to committees that includes:

b) Clarification of language in Conference Procedures Section VIII (D), (F.5.), (H.2.).

- Discussion of members present indicated general consensus that the existing language in Conference Procedures document provides sufficient authority to execute the removal of a Committee member who does not participate in committee meetings or are unable to fulfill their obligation.
- Further discussion of comments regarding the lack of EB approval in the current language resulted in recommendation to modify Conference Procedures Section VIII, (F.5.).
- Consensus met to include language requiring the Committee to provide such recommendation to the EB for review and determination of action.

Action Item: review and revision of the proposed language to incorporate committee member recommendations. See following revision.

DRAFT - It is the recommendation of the Constitution, Bylaws and Procedures Committee to present an issue to the Conference that amends the Conference Procedures Section VIII, (F.5.) as follows:

Section VIII, F.5. A Committee member who does not participate in two consecutive meetings and/or conference calls shall have their continued participation as Committee members assessed by the Committee Chair and evaluated by the Committee. The Committee member may be subject to removal from the Committee. Removal of a Committee member for failure to perform duties as specified above shall require the concurrence of 2/3 of the voting members of the Committee to generate a recommendation for removal that is forwarded to the Board for review and determination of action.

Discussion and overview of Charge # 3 was initiated but was tabled due to time expiring on the conference call. For purposes of discussion with EB, the following is the language used for discussion by the CBP Committee:

Charge #3 Clarify what the Executive Board may, under the Constitution and Bylaws and Conference Procedures, do with extracted Issues.

DRAFT - The Constitutions, Bylaws and Procedures Committee recommends submittal of an Issue that revises the Biennial Meeting/Conference Procedures Manual as follows:

IX. Extracted Issues

Extracted Issues that are rejected by the Assembly are referred to the Executive Board for its consideration. The Executive Board shall form a small committee of no more than eight members to deliberate this Issue and provide a final recommendation for action by the Board by the next calendar meeting of the Board. It is recommended that members of this committee include the original submitter of the Issue and the Assembly Delegate who extracted the Issue. The other six members shall be comprised of two regulatory members, two industry members and two members who may be selected from any other constituency as necessary to provide balance to the committee.

This discussion will continue at the next conference call meeting scheduled for mid-August.

The CBP Committee is seeking input from the EB on the discussion concepts provided above to affirm committee actions and direction to date. Final recommendations will be forwarded to the ED for submittal to the EB for e-vote prior to December deadlines for committee reports and Issues.

Roster: No changes to committee roster since May 2013.