

**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: July 17, 2014

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 2014 II-018, 019, 020, 021, 022, 023, and II-024:

2014 II-018 The Conference recommends that the Constitution, Bylaws and Procedures Committee continue work on assigned charges to:

1. Review the Conference for Food Protection governing documents (Conference for Food Protection Constitution and Bylaws, Conference Procedures, Conference Biennial Meeting Manual, position descriptions, conference policies, etc.) to facilitate a merger and conformance of these documents into a comprehensive "Conference for Food Protection Manual." (originally assigned via Issues 2012 II-001 and 2012 II-004)
2. 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. (originally assigned at the August 2012 Executive Board Meeting).
3. Report back to the Executive Board; and submit recommendations as Issues at the 2016 Biennial Meeting.

2014 II-019 The Conference recommends...:

- 1) the amendment of the Conference for Food Protection Constitution and Bylaws, Article V, creating a new Section 3 clarifying the Boards ability to create policies and procedures as necessary to manage the affairs of the Conference as follows (new language underlined):

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.

Section 3. The Board may establish operational policies and procedures, with the concurrence of two-thirds (2/3) of the voting Board members, that detail management functions and oversight of the Conference organization. Such operational policies and procedures may include, but are not limited to budget, finances, expenditures, and coordination and implementation of biennial meeting obligations and operations.

2) The subsequent renumbering of Sections 4 through 15.

2014 II-020 The Conference recommends...:

amendment of the Conference Procedures Section VIII, (F.5.) relative to removal of nonparticipating committee members as follows (new language underlined):

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.

2014 II-021 The Conference recommends...:

amendment of the Biennial Meeting/Conference Procedures Manual, Section VIII. Committees, Paragraph H. Committee Meetings, Subparagraph 1., to include new language outlining a process for seeking clarification on committee charges as follows (new language underlined):

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 seek guidance from the Executive Board through the Council Chair. The Council Chair shall submit the identified concerns with the Committee's recommendation for clarification of the Issue 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.

2014 II-022 The Conference recommends...:

To charge the Constitution and Bylaws Committee to further edit the suggested language below and incorporate into the Conference Procedures Manual.

B.2.- Committee submitted documents may impact the image, credibility and integrity of the conference as an organization.

B.2.a.- With the exception of material that has been copyrighted and/or has registration marks, committee documents submitted to the executive board online through the issue management program, including all work products (issues; reports; and content documents) generated by a conference committee become the property of the Conference.

B.2.b.- Issues and supporting documents submitted to the conference by an independent entity or individual reflect only the submitter's ideas, values, opinions and findings and those documents do not become the property of the Conference.

B.2.c- An independent entity or individual who submits an issue with attached content documentation gives their automatic consent to the Conference to publish that information, for deliberation and dissemination.

2014 II-023 The Conference recommends...:

amending the Biennial Meeting/Conference Procedures Manual Section IV A. 4. to include new language under a new subsection b. to read as follows (new language underlined):

b. Placeholder or "blank" Issues will be entered into the online Issue Management Program (IMP) by the Issue Chair in advance of the submittal deadline. Placeholder Issues will become finalized Issues ONLY in the following situations:

1) for CFP committees (e.g., "recommendations" from a committee that are stated within the final report but not included in an Issue recommendation, missing the online submittal deadline).

2) to separate the content of any Issue submitted in advance of the deadline when final review determines the topic is too complex for a single Issue or when it would benefit council deliberation by presenting the topic as separate Issues.

3) when circumstances are beyond the control of the Issue submitter, or the submitter's employer/organization, and the use of a placeholder Issue is approved by the Executive Director.

2014 II-024 The Conference recommends...:

amendment of the Biennial Meeting/Conference Procedures Manual by creating a process for consideration of extracted issues in a new Section IX. Extracted Issues, as follows (new language underlined):

IX. Extracted Issues

Extracted "No Action" Issues that are rejected by the Assembly during the biennial meeting are referred to the Executive Board for its consideration. The Executive Board shall deliberate the extracted "No Action" Issue with the option to form a small ad hoc committee of no more than eight members to further deliberate this Issue as needed and provide a final recommendation by the next calendar meeting of the Board.

Whenever possible, the committee shall include a member of the Assembly of Delegates who voted to reject the "No Action" and the individual who submitted the original Issue to the Conference, provided that individual is a member of the Conference for Food Protection. The other Executive Board members on this committee shall be comprised of equal regulatory and industry

members along with members who may be selected from any other constituency as necessary to provide balance and direction to the committee dependent upon the issue. The actions that may be taken by the Executive Board include: a confirmation of "No Action" on the Issue; support of the Assembly rejection with a recommendation to forward Issue to an existing or created committee to deliberate and resubmit at next biennial meeting; and, other appropriate actions as the Executive Board determines.

Executive Board Charges: Request from Executive Staff to review Committee Sign-Up process and provide recommended language to reflect current process.

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

1. Review and approval of submitted committee member roster.
2. Review and approval of recommended language to address previously instituted changes in Biennial Meeting / Conference Procedures relative to the Committee Sign-Up process. The

recommended language change to Section VIII. Committees, subsection I. is provided below.
(underlined language is new, strikethrough is to be deleted)

I. Biennial Meeting Committee Selection Sign-Up Sheets

Conference members interested in working on standing and ad hoc committees will be offered the opportunity to sign up for those committees after the completion of each biennial meeting. Biennial Meeting Committee Selection Sign Up will be facilitated through the Conference for Food Protection web page at www.foodprotect.org and will be posted and available within two weeks of completion of the biennial meeting. An email notice will be sent to all current Conference members notifying of the committees available and the opening and closing dates for committee sign up online. The committee sign up opportunity shall be available for 30 calendar days. ~~At the Conference meeting, the Executive Director will post sign-up sheets for members interested in working on standing and ad hoc Committees.~~

PROGRESS REPORT / COMMITTEE ACTIVITIES WITH ACTIVITY DATES:

The Constitution and Bylaws/Procedures Chair submitted seven issues to the Conference by the prescribed deadline for inclusion in the 2014 Biennial Meeting deliberations. All seven issues were adopted and are listed as follows with identified action.

- **Issue 2014 II – 018**, Report - Constitutions and Bylaws/Procedures Committee (with Attachments: *Constitution and Bylaws/Procedures Committee Final Report and Committee Roster*) – Accepted as submitted
- **Issue 2014 II – 019**, Scope of Executive Board Regarding Policies and Procedures– Accepted as submitted.
- **Issue 2014 II – 020**, Clarification of Committee Member Removal for Non-Participation– Accepted as submitted.
- **Issue 2014 II – 021**, Clarification of Committee Charges During Biennial Period – Accepted as amended.
- **Issue 2014 II – 022**, Committee and Issue Documents– Accepted as amended.
- **Issue 2014 II – 023**, Issue Placeholder Policy– Accepted as submitted.
- **Issue 2014 II – 024**, Board Responsibility Regarding Extracted "No Action" Issues – Accepted as submitted.

Since the completion of the 2014 Biennial Meeting, the Committee Chair has completed the necessary additions/modifications to the Constitution & Bylaws document and the Conference Procedures document as directed by Conference actions (II-019, 020, 021, 022, 023, and 024) and forwarded to the Executive Director for review. Additionally, the adopted changes prescribed in **Issue 2014 II-017** have been incorporated as directed. These changes are as follows:

2014 II-017 Program Standards Proposed Changes to CFP Governing Documents

The Conference recommends...:

Modification of language to the CFP Governing Documents be incorporated as follows: (new language is underlined; language to be deleted is in strikethrough):

1.) Amending the CFP Constitution and Bylaws Article XIV Committees by adding a new subsection in Section 2. and subsequent renumbering as follows:

Section 2. The following standing committees shall be established:

Subsection 1. Audit Committee;
Subsection 2. Constitution and Bylaws/Procedures Committee;
Subsection 3. Issue Committee;
Subsection 4. Food Protection Manager Certification Committee;
Subsection 5. Nominating Committee;
Subsection 6. Program Committee;
Subsection 7. Program Standards Committee;
Subsection ~~7.~~ 8. Resolutions Committee; and
Subsection ~~8.~~ 9. Strategic Planning Committee.

2.) Amending the CFP Constitution and Bylaws Article XV Duties of the Committees by adding new language in Section 7., and subsequent renumbering of Sections 7-9. The new Section is as follows:
Section 7. The Program Standards Committee shall report to the Board. The Program Standards Committee shall provide ongoing input to the FDA on issues that arise with the Voluntary National Retail Food Regulatory Program Standards.

Subsection 1. The Committee shall serve the Conference by indirectly assisting Voluntary National Retail Food Regulatory Program Standards enrollees in making progress towards meeting the Standards.

3.) Amending the Biennial Meeting/Conference Procedures Manual by adding new language in Section VIII
B. 1. The new Section will read as follows:

VIII. Committees

B. Standing Committees

1. The following standing committees shall be established: the Audit Committee; Constitution and Bylaws/Procedures Committee; Issues Committee; Food Protection Manager Certification Committee; Nominating Committee; Program Committee; Program Standards Committee; Resolutions Committee; and Strategic Planning Committee.

These CFP documents are now current with the exception of the proposed update of the Committee Sign-Up process as identified above.

Respectfully submitted by: Lee M. Cornman, Chair