



## CONFERENCE FOR FOOD PROTECTION, INC. EXECUTIVE BOARD MEETING

***Conference Call – March 15, 2020***

Meeting called to order at 2:03 PM (Eastern time) on Sunday, March 15, 2020 by Conference Chair David Lawrence. The phone call was recorded to facilitate taking of minutes.

Roll call was taken, and a quorum was established with 16 of 22 voting members present.

Voting members participating: David Lawrence, Brenda Bacon, David Gifford, Becky (Krzyzanowski) Vought, Catherine Feeney, Steve Moris, Jessica Fletcher, Amber Daniels, Glenda Lewis, Kristi Barlow, Adam Kramer, Anne Dolhanyk, Keith Jackson, Angela Sanchez, Todd Rossow, Jason Horn

Voting members absent: Ann Johnson, Christopher Sparks, Kelli Whiting, Brian Nummer, Donna Garren, Christine Sylvis

Non-voting members participating: Patrick Guzzle, Tom McMahan, Joetta DeFrancesco, Davene Sarrocco-Smith

CFP staff participating: Dave McSwane, Vicki Everly, Cliff Nutt

Guest participating: Karen Pena with Conference Direct

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The purpose of the conference call was to discuss the motion to approve rescheduling the 2020 Biennial Meeting to August 31-September 4 at the Grand Hyatt Hotel in Denver (motion made by David Gifford and seconded by Steve Moris). A 48-hour (2 business day) discussion period is in progress but this conference call was convened to shorten that discussion period.

Dave McSwane provided an overview of the current situation. He stated that there were three (3) major points raised via email discussion:

- 1) Expediting the e-vote process to ensure we can obtain the space needed on specified dates.
- 2) Concerns about the approximate \$50,000 penalty to re-book meeting dates.
- 3) Conflicts with proposed new dates and other required meetings.

Karen Pena has obtained an agreement from the Grand Hyatt to add an addendum to our existing contract to change the dates without a re-booking fee; all other elements of the contract would remain the same (e.g., price quotes, space needs). Dave has also confirmed the LAC's willingness to work with the revised 2020 dates.

There are no other dates available in 2020 at the Grand Hyatt that provide the needed meeting space and guest room allocation. Many other organizations are also working to re-book meetings in late 2020; the proposed dates are currently on hold for us, but not guaranteed. Karen had reached out to other hotels looking for an alternate site; there was only one response, but they would not agree to any of the concessions offered by the Grand Hyatt and the facility is also undergoing major construction. The option to piggyback with other scheduled meetings was also considered but is not a viable option.

To cancel the 2020 meeting without penalty, we would need to obtain legal counsel to use the "force majeure clause" in our contract. If we take this route, there is no assurance the Grand Hyatt would be willing to work with us for new dates in 2021, possibly forcing us to begin the site selection process again to find a new host city and venue, possibly increasing costs and adding further delays. Moreover, a 2021 meeting date would compress the time allowed for committees to work on assigned charges and could hinder our ability to provide meaningful input for the next version of the FDA Food Code. With a contract addendum, the force majeure clause would still be available should there be a need to cancel the August-September meeting dates.

Karen thanked Dave McSwane for his work and patience and thanked the Conference for our trust. She provided an overview of the timeline beginning with her initial outreach to Dave on 02/24/2020 regarding the coronavirus event.

After that initial outreach, the FDA notified the Conference that they were cancelling all non-essential travel; however, nothing formal was issued by the FDA to enable use of force majeure. Force majeure means that we cannot hold the meeting (e.g., planes grounded, hotels turning out their lights); travel restrictions do not qualify. Without force majeure, we would have to exercise the cancellation clause in our contract requiring a 50% penalty (\$329,280) to be paid upfront; the hotel would keep half and then credit CFP with the other half if we re-booked.

Because force majeure was not applicable, Karen began negotiations to change the date. The Hyatt initially agreed to do so with a 15% penalty (approximately \$50,000). Karen then pulled in Conference Direct's global sales representative with Hyatt to serve as our liaison with the hotel. The hotel eventually agreed to allow re-scheduled dates without penalty and to retain the original cancellation and force majeure clauses. The hotel would not reduce the room night guarantee; however, they have assured Karen via email that they will work with us on attrition if the coronavirus outbreak is still a concern in August.

In summary:

- The Grand Hyatt will allow us to modify our current contract to accommodate the August-September timeframe without penalty.
  - ✓ The hotel will drop the \$50,000 re-booking fee.
  - ✓ All meeting arrangements and concessions will remain the same.
  - ✓ We still have the option to negotiate a reduction in guarantees for the new dates.
  - ✓ We retain the option to cancel the new dates using the force majeure clause should coronavirus make it impossible to meet.
  - ✓ At this time, a contract addendum has not been signed with the Grand Hyatt.
- If we move the Biennial Meeting to another location or into the spring of 2021, we will need to re-start negotiations and potentially face new costs for room rates and menu pricing.

Summary of questions and discussion brought up during the conference call (similar points have been grouped and are not necessarily in the order discussed during the call):

- Questions and concerns were raised about the proposed dates in August-September:
  - ✓ The weekly schedule of events would remain as currently published; the meeting's effective dates would be Thursday, August 27 through Friday, September 4.
  - ✓ Concerns were raised about local and state regulators shutting down field work for several weeks due to coronavirus concerns; this will compress the calendar for mandated work and place challenges on budgets.
  - ✓ Attendance by local and state regulators could be low in August due to summer schedules and compressed workload.
  - ✓ Regulatory agency travel budgets may be impacted for the balance of 2020 should facility license fees end up being waived to help small business recover.
  - ✓ A question was asked about the "requirement" for Standardization Officers to attend their regional FDA meeting as the proposed dates conflict with the Central Region's seminar. Glenda encouraged CFP leadership to discuss this with Central Region and FDA to resolve any concerns. The Central Region is currently working to modify their meeting dates.
  - ✓ It was suggested we adjust the 2020 meeting in August-September to focus on Issue deliberation and hold a smaller meeting in 2021 to catch up on what was missed.
  - ✓ Many other conferences are cancelling or delaying their 2020 meetings and it may be difficult for attendees to decide which meeting to attend in order to obtain any required CEUs.
- Federal partners provided an update regarding their availability for the proposed August-September dates:
  - ✓ FDA attendance would be about half of the normal numbers: Council Consultants and alternates would be present. FDA travel is cancelled through April and then will be reevaluated.

- ✓ FSIS would be able to allow Council Consultants and EB members to participate; they suggest flexibility to shorten the meeting and think about contingency plans.
- ✓ CDC is cancelling all travel for the foreseeable future.
- Questions were brought up about the feasibility of moving the event to 2021:
  - ✓ Dates for 2021 have not been explored. Availability of the LAC to function until 2021 has also not been explored
  - ✓ At best, we would need to meet in the first quarter of 2021 and winter weather conditions present a travel concern.
  - ✓ There would be little reason to hold a meeting less than 12 months before the 2022 Biennial Meeting as doing so would defeat the purpose of any Issue requesting committee formation. We would want to provide any committee with at least 12 months of time to complete their work.
  - ✓ It was suggested that by holding the meeting in 2021, we could allow committees 3 years to report back at the 2024 biennial meeting.
- Concerns were expressed about the implications of not holding the 2020 Biennial Meeting at all:
  - ✓ The financial impact of cancelling the 2020 Biennial Meeting means that by 2022, the Conference would be nearly insolvent. Cancellation would require returning approximately \$469,000 to sponsors and registrants, and reserve funds would be depleted to meet operating expenses until 2022.
  - ✓ Concern was raised about how to handle the 100+ Issues submitted for 2020; cancellation could double the number of Issues to be deliberated in 2022.
  - ✓ Out of respect for the work our committees have completed during the current biennium, it is important to hold the 2020 meeting and deliberate their Issues.
  - ✓ The FDA would be open to adjusting the next Food Code release date if the 2020 meeting is not held.
  - ✓ Postponing a meeting until 2022 would result in a 4-year gap between biennial meetings. This could impact general membership in CFP and make it difficult to maintain interest with our membership across all constituencies.
  - ✓ Relying on the force majeure clause to cancel the meeting would require legal counsel and legal expenses. Most importantly, we would need additional documentation to prove force majeure and a government mandate to cancel meetings over a certain size.
- Consideration for moving to a 4-year cycle was brought up:
  - ✓ Recent Food Code revisions have been released just prior to the Issue submittal deadlines. This results in an inability to adopt or implement the newest version before submitting suggested revisions as Issues.
  - ✓ Glenda summarized the Food Code revision cycle. She acknowledged timeline challenges but stated the FDA works diligently to incorporate as many recommendations as possible as timely as possible.

A question was asked if there was a compelling reason to take a vote during this call on the original motion rather than waiting until Tuesday to initiate a regular e-vote that would conclude 48 hours later.

- It was stated that Conference members and registrants need to know asap about any date change in order to reschedule their plans.
- Until we sign an agreement with the hotel, there is no guarantee that the August-September dates and space will still be available when we finally conclude our e-vote later in the week. A vote today will give Dave and Karen the authorization to move forward with negotiations.
- It was stated that at least one EB voting member was unaware of today's call and it may be unfair to hold a vote at this time.
- It was reiterated that we have more than a quorum present on the call and, therefore, the authority to take action.

A verbal straw poll was taken to determine if we have a consensus at this time to move forward with a decision on the original motion. The Conference Chair asked if any voting member on the call would not be in favor of the motion to reschedule the meeting to August 31-September 4 at the Grand Hyatt Hotel in Denver? There were no dissenting replies; the lack of objection indicates support of the original motion.

<b>Action Items</b>	Motion to call the question and end discussion (2/3 affirmation needed). <i>(Horn / Sanchez)</i>
	Motion passed during conference call without objection.

<b>Action Items</b>	Motion to approve rescheduling the 2020 Biennial Meeting to August 31-September 4 at the Grand Hyatt Hotel in Denver. <i>(Gifford / Moris)</i>
	Motion passed during conference call without objection and with no abstentions.
	<p>Official approval has been granted to change the Biennial Meeting dates:</p> <ul style="list-style-type: none"> <li>✓ David Lawrence will forward to all EB members a link to the conference call recording; those unable to participate can review the recording and provide him with any feedback.</li> <li>✓ ED will work with Conference Direct to negotiate a contract addendum.</li> <li>✓ CFP Staff will make necessary changes to biennial meeting processes and documents.</li> <li>✓ CFP Staff will work with Conference Leaders to develop messaging regarding the date change.</li> <li>✓ Glenda will confirm if the date change has any impact on the FDA grant funding for travel.</li> <li>✓ The Conference Leaders will work with Council Leaders to confirm Council membership; the consensus is to use the original board approved roster as a new starting point with a few updates due to employment changes.</li> <li>✓ The EB will remain the same until August as long members have their employer's continued support or the person asks to be removed.</li> <li>✓ Conference Chair will initiate a process to fill the vacant mid-Atlantic state representative position.</li> <li>✓ Standing Committee chairs will remain the same until August unless someone asks to be removed.</li> </ul>

The Conference Chair thanked everyone for giving up part of their Sunday for today's call. A lot of work needs to be accomplished to move the meeting dates and EB members may be asked to assist with some tasks and to work on other ideas for improvement.

Meeting recording ended at 3:40 PM Eastern time.