

AOAC Research Institute Board of Directors Meeting
June 24, 2009
8:00 a.m. – 9:00 a.m.

Official Minutes

Attendees:

Mark Coleman - RI Chairman	Bert Pöpping – RI Vice Chairman
Ron Johnson – RI Board Member	Adrian Burns – RI Board Member
James Bradford – AOAC Executive Director & RI Secretary-Treasurer	Frank Ross – RI Board Member
Scott Coates – RI Managing Director	Darryl Sullivan – AOAC President
Nora Marshall – RI Staff	Gayle Lancette – AOAC President Elect
	Zerlinde Johnson – RI Staff

Absent With Regrets: Paul In't Veld

Call to Order:

Chairman Coleman called the meeting to order and asked if members had the relevant documents. Documents included: March 2009 Strategic Planning meeting, April 30, 2009 BOD meeting minutes and 1996 RI By-Laws. Coleman motioned for the approval of the agenda. Agenda approved unanimously.

Approval of March 2009 Strategic Planning Minutes:

Grammatical edits were forwarded to Nora Marshall and applied to the document. Motion to approve modified minutes and seconded. Unanimously approved.

Review & Approval of April 30, 2009 BOD minutes:

Burns requested clarification of the Boards function since the By-Laws clearly state that the Board shall manage the Corporation and there seems to be confusion on this matter. (See Article V, Sec.1.)

ARTICLE V

Board of Directors

Section 1. The business and activities of the Corporation shall be managed by its Board of Directors.

Bradford explained that the Board is responsible for oversight & planning but is not allowed to execute. His feeling is that the By-Laws are not legitimate since they are from 13 years ago. Coleman brought up the point that the By-Laws should be updated to grant the responsibility for the execution and travel to the position of the Managing Director of RI.

Bradford felt that this was in conflict with the “Mother ships” (International’s) By-Laws. It was agreed that the By-Laws will need to be up-dated with consideration of the AOAC International By-Laws. Further discussion will be planned.

Coleman asked if the minutes from the April 30, 2009 were captured satisfactorily and motion was made to approve. Approved with abstention by Pöpping.

Review of RI By-Laws:

Coleman announced that many members have requested up-dates, clarifications and more specificity be made to the 1996 By-Laws.

Questions were raised by Johnson and Burns concerning the need for better explanation of the written statement of Article 5, section 1, were stated that the “Business and activities of the Corporation shall be managed by its Board of Directors.” since Bradford feels that this statement is in conflict with AOAC International and not accurate.

Burns also questioned “person not a director”, article 7. What gives this position the right to approve or deny the business & activities of the RI?

ARTICLE VII

Election of Officers

Section 1. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary-Treasurer, and such other officers as shall be determined. No individual may serve more than three (3) consecutive annual terms as Chair or Vice-Chair. The chief staff executive of the Member, who shall not be a director, shall serve as permanent Secretary-Treasurer.

The RI BOD as a whole was in agreement as to their purpose. Was the RI BOD just a “figure Head” or an actual working board? The consensus is that the members want to be a working, functioning board for the Research Institute and be accepted as such.

Bradford stated that the RI BOD did function as an active board in the early 1990s, however, since his arrival, 10 years ago, to the AOAC, the RI BOD has not functioned. It was conceded that after the Research Institute was firmly on its feet financially (starting back in 1996 (Coates)), and continues to be profitable to this day, the Board of Directors did fall back, since there weren't any issues for them to address. The RI was and is running self sufficiently.

Bradford asked what role should the RI Board have? He feels that the RI Board should function parallel to that of the AOAC International BOD. Bradford brought up the issue of the failure of RI to budget for Travel and that is why he stepped in and stopped travel. He has to pay the Organization bills. He stated that he could have been challenged on this, he is after all a salaried director. Coleman asked if the issue of the Japan trip or any of RI trips to keep AOAC's presence in the Market place were sent to the International Board for consideration. Sullivan stated that they were informed about the situation and endorsed Bradford's recommendation.

Coleman stated that he sees the RI BOD handling high level issues, but believes that the day-to-day issues, such as a staff member is sent to the Annual Meeting or not, should be handled by the Managing Director of the Research Institute.

Burns maintains that the BOD has become more involved and there is a need to follow the By-Laws more closely. Johnson agrees that the RI BOD has become very visionary in its planning but how is the BOD allowed to implement its business plan when the RI BOD isn't granted the funds by Bradford? Bradford stated that plans weren't budgeted. Coleman raised the question to Bradford that even if they had submitted a budget, Bradford would have stepped in and diminished RI's business plan. Bradford agreed, however, that it isn't just the cost of airline tickets (i.e. Japan Trip), but the time it would have taken staff away from the office. Bradford is adamant that the Research Institute will take a financial “hit” especially since the DOD contract has come to a close, the RI will now have to pay salaries and other non-reimbursable expenses on its own.

Johnson stressed that a minimal level of travel is essential to maintain RI's active presence. The previously denied IAFP meeting is essential and even dangerous to

RI's credibility if not allowed to participate. Johnson objects to all travel being denied for staff (Scott & Zerlinde), but does understand the financial circumstances for reducing the use of the Technical Consultants at this time. Burns agreed, and added that travel is the "cost of doing business" for any corporation. Coleman added that again, that the BOD's shouldn't be making the decisions on every persons travel; the Managing Director should have this at his discretion. Johnson to Bradford; did he cut the International's staff travel strongly as well? Bradford stated that "no", not strongly, theirs was budgeted. However, if he feels the need, he will cut travel and to preserve the Organization he would sell the Proficiency Testing division, then the Journal and acquire the Research Institutes funds and lastly, staff would feel a "hit".

Bradford addressed the issue of the IAFP meeting, and now agreed to allow travel for either Scott or Zerlinde, since they are being paid whether they are in the office or at the meeting.

Burns asked why the reasoning for allowing RI staff to go to the IAFP meeting, didn't hold for the Japan Section meeting? Bradford said that he found someone "cheaper" to go and that the Japan trip would have taken Scott or Zerlinde out of the office for too long. Johnson acknowledged that he felt encouraged that Bradford is now allowing the RI to go to the IAFP meeting, however, the Board as a whole is concerned how the Executive Director continues to step in and implement decisions relative to the functioning of the Research Institute without discussing these decisions with the RI BOD. Bradford stated that there was a "triple threat" involved that caused his decisions. He also warned that the 2010 budget needs to be prepared for this pending hit.

Burns wanted to know where the funding for the Japan trip came from since the Research Institute staff was not allowed to go. Was it from the RI travel budget? Bradford couldn't recall and suggested that Joyce Schumacher, the CFO, be addressed. Wasn't the Research Institute charged with the Japan travel anyway, so why then couldn't an RI staff member go to represent their presentation? Bradford: would take RI staff out of the office too long. Sending the president-elect in place was a real honor for the Japanese. Burns asked if funding was for just one person. Bradford, "yes".

Bradford returned to the By-Laws as not being very explicit, and Coleman wanted to know if the RI BOD and Bradford should just "struggle" through the areas that need up-dating or proceed with the help of legal council. Bradford's reply was that this was "not a good use of time at the moment, the By-Laws have worked well

until now”. Pöpping offered a solution by allowing the RI BOD to come-up with particular items that need resolution and bring them to Bradford for discussion. Bradford accepted the proposal and offered to have a consultant (possibly Jerry Hurley) come to the Annual Meeting or headquarters to review what a Board of Directors’ rolls are within an organization.

ACTION ITEM: Clarify issues within the BY-LAWS. RI Board of Director’s will form a list of points that need clarification to discuss with Bradford. Burns requested a copy of the AOAC International’s By-Laws. Bradford granted.

Johnson requested that the Consultant be brought in for both Boards. Bradford and Sullivan agreed. No motion needed for action, Bradford just stated that it just requires to be planned.

ACTION ITEM: Burns motioned for a Board Function Session for both RI BOD and International BOD. Seconded. Bradford will try to get this set to occur during the Annual Meeting in September 2009.

Johnson requested that continuing forward, that the International BOD have an agenda item from the RI presented at each meeting. Sullivan and Lancette agreed.

UPDATE From Gayle Lancette – Japan Trip on behalf of the RI:

Session started with Business. Bill Hall spoke regarding the OMB, (on behalf of Deborah McKenzie), AOAC analytical communities and Single Labs. Tetsu presented John Szpylka’s presentation in Japanese. Lancette presented the RI Microbiology Workshop with much interest from the participants. Both Tetsu and Lancette answered questions. The Japan Section was interested in how to get more methods into RI program and was very proud with the methods currently certified. There was increase interest in Environmental Surface testing and this information was passed on the Zerlinde Johnson. Attendance was estimated to be near 200, but due to the Swine Flu, actual numbers were around 75. It was also relayed that the Japan Section was very interested in joining the Research Institute, with 50% of the audience being Chemists and 50% Microbiologists. It was voiced to Lancette that there was disappointment that Sharon Brunelle was not able to participate. Lancette ended workshop with her business cards with Zerlinde Johnson’s information on the back. She will forward any contacts to the RI if they come in to her.

Nomination Update:

Coates informed the Board that Adrian Burns was appointed a second term as a Board Member and Socrates Trujillo was appointed his first term as a RI Board Member. Both members accepted energetically.

Announcement of up-coming BOD meeting:

Coleman will propose a date prior to the Annual meeting. This will be sent out to Board Members within the next few weeks.

Adjournment:

Coleman adjourned the meeting shortly after 9:00 a.m.

Submitted by:



E. James Bradford, Secretary-Treasurer

9/16/09

Date

**Approved by the RI Board of Directors
September 16, 2009**