GFORSS | GLOBAL FOOD REGULATORY SCIENCE SOCIETY

Board of Director Meeting

21 July 2026

07:00 AM Quebec City

Zoom Meeting

https://us06web.zoom.us/j/88270351956?pwd=Mdq5KwwpZK2EOSVZlqFwhhsM8CU6HU.1

Meeting ID: 882 7035 1956

Passcode: 843394

PARTICIPANTS

Name	Present	Regrets
Mr. Kaushik Banerjee	☒	☐
Ms. Pamela Byrne	☒	☐
Mr. Junshi Chen	☒	☐
Ms. Zeineb El Bouchikhi	☐	☒
Mr. Hadi El-Alem	☐	☒
Mr. Samuel Godefroy	☒	☐
Ms. Ruba Goussous	☒	☐
Ms. Wiem Guissouma	☒	☐
Ms. Nuri Gras	☒	☐
Ms. Joyce Haddad	☐	☐
Mr. Shrinivas Joshi	☒	☐

Mr. Hakim Mufumbiro	☒	☐
Mr. Greg Paoli	☒	☐
Mr. Pingfan Rao	☐	☐
Mr. Christopher Worrell	☐	☐

PROPOSED AGENDA

Item	*Participants*
A. **Review of the Agenda**	*All*
B. **Quorum and Opening Remarks**	*Prof. S. Godefroy*
C. **Approval of the Board meeting on 23 June 2026 Record of Decisions**	*All*
D. **Items for Discussion Being Introduced for Initial Deliberation – Decisions Deferred** a. **Review of Bylaws: Membership Status – Introduction of an Industry Member / Observer Status (Discussion Paper Attached)** b. **Organization of the AFRAF Members Meeting – October 2026** c. **Diversification of Sources of Funding**	*S. Godefroy – All*
d. **Item for Decision: Retaining a Legal Counsel to Support the Organization**	*S. Godefroy - All*
E. **Updates from Members of the Board**	*All*
F. **Adjournment**	*All*

MEETING DISCUSSION HIGHLIGHTS

A- Review and Adoption of the Agenda

The Chair welcomed Board members and presented the proposed agenda for the fifth meeting of the Board of Directors. He explained that several strategic governance matters had been consolidated under Agenda Item D to facilitate an initial exchange of views before developing formal proposals for future Board consideration. These included the review of the Organization's Bylaws, diversification of funding sources, and the proposal to retain external legal counsel.

No amendments or additional agenda items were proposed by Board members.

The agenda was approved following a motion by Prof. Samuel Godefroy and seconded by Mr. Kaushik Banerjee, with no objections raised

B- Opening Remarks

The Chair confirmed that quorum had been achieved and welcomed members to the meeting of the Board of Directors.

He noted that the meeting had been designed primarily as a strategic discussion session, allowing the Board to initiate deliberations on several governance and organizational development matters before formal recommendations and proposed amendments would be presented at future meetings.

The Chair emphasized that the discussions would provide guidance to the Secretariat in preparing draft proposals and supporting documentation for subsequent Board consideration, particularly concerning governance modernization and the Organization's future operational development

C- Approval of the Board Meeting on 23 June 2026 Record of Decisions

The Board reviewed the Record of Decisions of the meeting held on 23 June 2026, which had been circulated to Board members in advance of the meeting.

Board members were invited to verify the attendance record and advise the Secretariat of any corrections or omissions.

The Chair summarized the principal outcomes of the previous meeting, including:

- updates on the activities of the Organization's Working Groups;
- reminders regarding the submission of identification documents and professional addresses required while GFoRSS remains incorporated in the Province of Québec;
- progress achieved by the Communication Strategy Working Group;
- discussions concerning the Organization's operational arrangements with Université Laval's Platform of Food Risk Analysis and Regulatory Excellence (PARERA);
- the Board's agreement to maintain the existing operational model pending a broader review of the Organization's governance and operating framework;
- updates concerning collaboration with the International Liaison Group for Methods for Risk Assessment of Chemicals in Food (ILMERAC) and the Excellent One Health Risk Assessment Education (EXORA) initiative.

The Chair reminded members that the requested identification documents and confirmation of professional addresses had not yet been received from all Board members and requested that the outstanding information be submitted to ensure continued compliance with the Organization's incorporation requirements in Québec.

No amendments to the Record of Decisions were proposed.

The Record of Decisions of the Board Meeting held on 23 June 2026 was approved following a motion by Dr. Wiem Guissouma and seconded by Dr. Pamela Byrne, with no objections raised

D- Items for Discussion Being Introduced for Initial Deliberation – Decisions Deferred

The Chair introduced a series of strategic governance matters for the Board's initial consideration. He emphasized that the purpose of these discussions was to obtain the Board's guidance before preparing formal proposals and draft

amendments for consideration at subsequent meetings. No decisions were sought at this stage, except where specifically indicated under the agenda.

a. **Review of the Organization's Bylaws: Membership Status and Introduction of an Industry Member / Observer Category**

The Chair informed the Board that the Organization's Bylaws had not undergone a comprehensive review since their adoption in 2020, with only limited amendments having been introduced in 2023. He noted that, as GFoRSS continues to mature and expand its international activities, it is appropriate to undertake a systematic review of the Bylaws to ensure they remain fit for purpose, reflect the Organization's strategic direction, and remain aligned with the requirements of the **Canada Not-for-profit Corporations Act.**

The Chair informed the Board that the Organization's Bylaws had not undergone a comprehensive review since their adoption in 2020, with only limited amendments having been introduced in 2023. He noted that, as GFoRSS continues to mature and expand its international activities, it is appropriate to undertake a systematic review of the Bylaws to ensure they remain fit for purpose, reflect the Organization's strategic direction, and remain aligned with the requirements of the **Canada Not-for-profit Corporations Act.**

To address this concern, the Chair proposed maintaining the legal terminology within the Bylaws where appropriate while introducing more descriptive terminology for communication purposes. It was suggested that the current membership categories could instead be presented using titles that better reflect the professional nature of the Organization's membership, such as **Scientific Members**, **Affiliated Scientific Members**, or similar terminology.

The Chair further recalled that, upon the establishment of the Organization, professionals employed by food industry organizations directly regulated by competent authorities had initially been excluded from membership. Subsequent amendments to the Bylaws introduced a mechanism permitting exceptional admission of such individuals through a two-thirds vote of the Board. The Chair invited the Board to consider whether the Organization had now reached an appropriate stage of development to establish a dedicated membership category for professionals working in industry while preserving the Organization's scientific independence and credibility.

The discussion explored several considerations, including:

- establishing a clearly defined category for industry professionals engaged in food regulatory science;
- distinguishing industry members from other membership categories where appropriate;
- defining appropriate governance safeguards and limitations on participation in decision-making bodies, if required;
- ensuring that any future industry participation remains fully aligned with the Organization's scientific mission and objectives; and
- strengthening the Organization's existing conflict-of-interest framework through enhanced disclosure requirements and governance procedures

Mr. **Kaushik Banerjee** expressed support for expanding membership opportunities to include qualified professionals from industry, noting that food regulatory science increasingly depends upon constructive interaction among regulators, academia, laboratories, and industry scientists. He emphasized that participation should remain science-based and should not be used to promote commercial interests.

Dr. **Pamela Byrne** agreed that the proposed modernization of membership terminology would improve clarity and better reflect the professional composition of the Organization. She also supported consideration of industry participation, provided that appropriate governance safeguards are established. She further suggested that the development of a comprehensive **Code of Conduct**, together with strengthened conflict-of-interest procedures and standing declarations of interest, would provide an appropriate governance framework for future membership expansion.

Mr. **Greg Paoli** observed that future membership arrangements should also recognize the increasingly diverse professional backgrounds of members, many of whom move between regulatory authorities, academia, and industry throughout their careers. He suggested that membership classification should therefore reflect an individual's current professional affiliation rather than their historical experience.

In response, the Chair clarified that membership categories would be determined based on a member's professional affiliation at the time of admission or renewal. As memberships are renewed periodically, any changes in professional affiliation could be reflected during the renewal process.

Following discussion, the Board expressed broad support for modernizing the Organization's membership terminology and for exploring the establishment of a dedicated industry membership category, subject to the development of appropriate governance safeguards. The Chair concluded that the Secretariat would prepare draft amendments to the relevant sections of the Bylaws, together with supporting governance provisions, for consideration at a future Board meeting.

b. Recognition of Regional and Thematic Affiliated Structures

The Chair introduced a second discussion concerning the possible recognition of regional or thematic affiliated organizations within the GFoRSS governance framework. He noted that, as the Organization continues to expand internationally, interest has emerged from several regions in establishing structures capable of coordinating activities more closely aligned with regional priorities while remaining connected to the Organization's global mission.

The Chair explained that similar affiliation models are employed successfully by several international scientific organizations, including AOAC INTERNATIONAL, where regional sections contribute significantly to scientific programming, member engagement, and regional capacity-building activities. Under such a model, affiliated organizations could represent either geographic regions or specialized scientific themes, operating under formal agreements with GFoRSS while maintaining alignment with the Organization's mission, values, and strategic objectives.

The Chair acknowledged, however, that such arrangements would require clearly defined governance provisions addressing matters such as:

- eligibility requirements for affiliated organizations;
- governance and reporting obligations;
- oversight mechanisms;
- protection of the Organization's reputation and identity;
- use of the GFoRSS name and branding; and
- alignment with the Organization's mission and strategic priorities.

Dr. **Pamela Byrne** acknowledged the potential value of regional affiliates in expanding the Organization's reach but cautioned that insufficient governance oversight could expose GFoRSS to reputational risks should affiliated organizations operate inconsistently with the Organization's values or strategic direction. She suggested that, rather than immediately incorporating such provisions into the Bylaws, the proposal should first be examined within the broader context of the Organization's long-term strategic development.

The Chair agreed that the proposal should be considered as part of a broader strategic planning exercise and noted that the **Operations and Policy Working Group** would be well positioned to undertake a more detailed assessment and develop recommendations for future Board consideration.

The Board agreed that additional analysis should be undertaken before any amendments to the Bylaws are proposed and that the matter should continue to be considered as part of the Organization's long-term strategic development.

c. Diversification of Sources of Funding

The Chair introduced a discussion on the diversification of the Organization's funding sources as an essential component of its long-term sustainability and strategic growth.

The Board was informed that the Organization's principal source of contractual funding currently derives from the service agreement concluded with the **Islamic Development Bank (IsDB)** for the implementation of the Food Trade Facilitation Support (FTFS) Project. The Chair reported that, following adjustments to the project scope resulting from the withdrawal of one beneficiary country, the total contract value had been revised to approximately **USD 120,000**, of which approximately half of the activities had already been delivered.

The Chair further advised that discussions were progressing with the **Caribbean Agricultural Health and Food Safety Agency (CAHFSA)** regarding a potential service agreement for the delivery of a regional capacity-building programme on food risk assessment. Should the agreement be finalized, it would represent an additional contractual opportunity for the Organization.

The Board discussed the importance of progressively expanding the Organization's portfolio of funded activities and reducing reliance on a limited number of funding sources. Members agreed that diversification of funding should form an integral component of the Organization's strategic planning and business development efforts.

During the discussion, **Dr. Pamela Byrne** requested that future Board meetings include a regular update on the Organization's financial position, including current contractual commitments, available financial resources, and the pipeline of prospective funding opportunities. She noted that such reporting would assist the Board in monitoring the Organization's financial sustainability while informing future strategic decisions.

The Chair welcomed the suggestion and confirmed that periodic financial updates would be incorporated into future Board meetings. He further noted that the Operations and Policy Working Group had already initiated discussions on potential business models and operational approaches that could strengthen the Organization's eligibility for larger international funding opportunities. As an example, he observed that, despite the Organization's recognized scientific expertise, certain funding opportunities require applicants to demonstrate minimum levels of organizational turnover or financial capacity, highlighting the importance of strengthening GFoRSS's operational and financial profile over time.

The Board welcomed these developments and agreed that diversification of funding sources should remain a strategic priority for the Organization.

d. Organization of the AFRAF Members Meeting – October 2026

The Chair informed the Board of ongoing discussions concerning the organization of the next meeting of the **African Food Regulatory Authorities Forum (AFRAF)**, tentatively planned for **October 2026.**

The Board was advised that discussions with **UNIDO** were progressing positively regarding potential collaboration to support the meeting, particularly with respect to facilitating the participation of regulators through travel assistance.

The Chair indicated that preparations were underway and that a detailed concept note outlining the proposed objectives, programme, and partnership arrangements would be presented to the Board once finalized.

The Board welcomed the update and noted the continued importance of AFRAF as a strategic regional initiative supporting food regulatory cooperation and capacity building across Africa.

e. Item for Decision: Retaining Legal Counsel to Support the Organization

The Chair introduced a proposal to identify and retain external legal counsel to provide specialized legal advice in support of the Organization's governance and future development. He recalled that, since the establishment of GFoRSS, legal advice had been obtained on an ad hoc basis, particularly during the drafting and amendment of the Organization's Bylaws. Given the anticipated review of the Bylaws and the Organization's continued growth, the Chair considered it appropriate to establish an ongoing relationship with legal counsel familiar with the Organization's governance structure.

The Chair informed the Board that, following discussions with the Organization's accounting firm, a legal firm based in **Ottawa, Ontario**, had been identified as a potential provider of legal services, particularly in anticipation of the Organization's planned transition from incorporation in Québec to Ontario.

The proposal was not intended to establish a permanent retainer arrangement but rather to identify legal counsel that could be engaged on an as-needed basis for specific governance matters, including the review of the Organization's governing documents and the provision of legal advice when required.

During the discussion, **Dr. Pamela Byrne** expressed support for the principle of retaining legal counsel, recognizing that legal expertise would become increasingly important as the Organization continued to expand. She emphasized, however, that any engagement should be undertaken within an appropriate procurement framework and supported by clear governance procedures. She further suggested that Board approval could be sought electronically once a formal proposal and cost estimate had been prepared, thereby avoiding unnecessary delays while ensuring appropriate governance oversight.

The Chair clarified that the legal firm under consideration had been recommended by the Organization's accounting advisors and that preliminary discussions indicated that the anticipated legal work would remain well

below procurement thresholds requiring a more extensive competitive process. Nevertheless, he agreed that obtaining a formal quotation and seeking Board approval prior to engagement would represent good governance practice.

Board members expressed general support for the proposal and agreed that appropriate procurement procedures should be followed before any formal engagement is finalized. The Board therefore agreed that the Chair should proceed with obtaining a formal proposal and quotation from the recommended legal counsel for subsequent consideration and approval by the Board.

E- Updates from Members of the Board

The Chair invited Board members to share updates on relevant activities, emerging opportunities, or matters of interest to the Organization. No substantive updates were presented by Board members during this agenda item, The Chair briefly informed members of ongoing operational activities and reiterated the importance of maintaining momentum across the Organization's Working Groups as GFoRSS continues to expand its scientific and international activities.

F- Adjournment

The Chair thanked Board members for their continued commitment to the Organization and their constructive contributions throughout the meeting.

He noted that the discussions held during the meeting would provide important direction for the Secretariat and the Operations and Policy Working Group in preparing future governance proposals, strategic planning activities, and amendments to the Organization's governing documents.

The Chair expressed his appreciation for the Board's continued engagement in strengthening the Organization and advancing its strategic objectives.

The meeting was adjourned at approximately **8:02 a.m. (Québec City time).**