



**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
THE AMERICAS DIVISION**

**BOARD OF TRUSTEES MEETING
MINUTES**

**February 6, 2013
Marriott Courtyard, Orlando, FL**

In Attendance

Officers

*Mr. James Petersen, FCSI
Chair
(C.i.i. Food Service Design)*

*Mr. William Taunton, FCSI
Chair-Elect
(Gastrotec S.A.)*

*Mr. James Camacho, FCSI
Secretary
(Camacho & Associates)*

*Mr. Harry Schildkraut, FCSI
Treasurer
(S2O Consulting)*

*Mr. Edwin J. Norman, FCSI
Immediate Past Chair
(MVP Services Group)*

Staff

*Mr. Wade Koehler
Executive Director*

*Mrs. Kayla Saal
Director of Administration*

*Mrs. Sarah Sierszyn
Member Services Coordinator*

Trustees

*Mr. Tim Agosti, FCSI
Western Region Trustee
(Lino Agosti & Associates)*

*Mr. Ian Jameson, FCSI
Canadian Trustee
(Cini Little)*

*Mr. William Caruso, FFCSI (PP)
Trustee At Large
(William Caruso & Associates)*

*Ms. Barbara Pyper, FCSI
Trustee At Large
(An Apple a Day, LLC)*

*Mr. Lawrence Huber, FCSI
Eastern Region Trustee
(Foodservice Consultants Studio)*

*Ms. Tracy Taraski, FCSI
Central Region Trustee
(The Bigelow Companies, Inc.)*

*Mr. Rod Collins
Allied Trustee
(Rod Collins Associates)*

Guest

*Mr. Nick Vacarro
FCSI WW Executive Administrator*

Agenda Item	Information	Action
1.0 Call to Order and Opening Remarks	The meeting was called to order 8:13 am EST	A quorum was present
1.2 Antitrust Guidelines Reminder	The Chair reminded everybody about the Antitrust Guidelines under which the board operates.	All present affirmed compliance
1.3 Introductions	<i>Nick Vacarro, FCSI Worldwide Executive Administrator and Sarah Sierszyn, new FCSI TA Member Services Coordinator</i>	
2.0 Approval of Minutes 2.1 Chicago Board Meeting		<i>A motion was made to approve the minutes as stated. The motion was seconded and a vote was passed unanimously</i>
3.0 FCSI WW 3.1 WW Update	<p>E. Norman reported the “temporary transitional board” that was created in Las Vegas last August has been dissolved due to legalities of the new WW Bylaws recently passed.</p> <p>The Worldwide Board will be meeting in Shanghai in March. During this meeting the will be working on cleaning up the WW Bylaws as well as drafting new Divisional Affiliation agreements</p> <p>Another issue recently surfaced at the WW has been the Council of Fellows nomination process. The WW Board have asked the Fellows to revamp their policies and nomination process and present it to the WW Board for approval at a later date.</p> <p>Due to the new publication funding, FCSI WW is asking the Divisions to pay their dues share earlier than usual to help offset expenses. W. Koehler reported WW dues are usually paid out in May of each year</p>	

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	<p>but will be paid in January and August in 2013. E. Norman expects 2013 to be the first year dues share will be needed at the WW level. In the future, the funding back to the Divisions will be distributed based on advertising sales per Division.</p> <p>E. Norman also reported WW is attempting to streamline all operational costs. The cost to fund WW operations were approximately \$240,000 in 2013 but will only be \$160,000 in 2014 and beyond.</p>	
<p>3.2 Foodservice Consultant Magazine Update</p>	<p>E. Norman reported the new magazine revenue is currently at \$520,000 which is a little above target. The Americas sectional advertising is strong resulting in additional editorial to accommodate the amount of advertising.</p> <p>W. Koehler reported the Founding Sponsors page was accidentally left out in the first printed issue but will be rectified in the next issue and has already been added to the online digital edition. He requested the more editorial content be submitted to PCP.</p> <p>R. Collins asked about the interactive digital version. His belief was that there would be more flash based and interactive based content. E. Norman said he would discuss it with PCP and report back.</p>	<p><i>E. Norman to ask PCP to clarify plans for online newsletter.</i></p>
<p>3.3 Magazine Editor request</p>	<p>Michael Jones and Stuart Charleton from PCP will be attending the FCSI event and NAFEM to solicit advertising and editorial content.</p>	
<p>4.0 Membership 4.1 Dues Renewal Report</p>	<p>K. Saal reported the Division has experienced a 64% renewal rate across all categories as of January 29, 2013. This percentage is a little above the 2012 rates at the same time. It was noted the Professional Membership renewal was much higher at this time than previous</p>	

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	years.	
4.2 Firm Membership Study?	L. Huber asked about getting bigger firms membership. B. Caruso recommended that we offer incentives to additional firm members. E. Norman asked about a 50% reduction.	<i>HQ was asked to look into other association pricing structures. It was also suggested that we promote the new memberships to the current members.</i>
4.3 Achievelinks	K. Saal reported 34 members have taken advantage of the buying program since it began in October 2012.	
4.4 Professional Member Approval	W. Koehler presented K. Sedej for Professional Membership approval. The candidate recently successfully completed both exams per CPS TA standards.	<i>T. Taraski motioned to approve K. Sedej for Professional membership, B. Taunton seconded the motion. The motion passed unanimously.</i> <i>HQ to notify K. Sedej of the approval.</i>
4.5 Member Suspension Request	W. Koehler presented a membership suspension letter at a Professional Member's request. It was suggested we change the name to Inactive instead of suspension	<i>B. Caruso motioned to approve the suspension. E. Norman seconded the motion. The Motion passed unanimously.</i> <i>HQ to notify member about agreement to suspend membership.</i>
5.0 Governance 5.1 FCSI TA Bylaw Update	W. Koehler reported the recent bylaw changes were passed by the membership. The results were 39 members voting with 98% approval	
5.2 Code of Ethics Update	W. Koehler presented the attorney's	<i>L. Huber motioned to approve the</i>

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	<p>findings about arbitrary issues within the code. L. Huber suggested we leave as is to approve. The sense of the Board was to send the documents with dues renewals and post it on the FCSI website.</p>	<p><i>Code of Conduct and send it to all Consultant members with 2014 dues renewals. B. Pyper seconded the motion. The Motion passed unanimously.</i></p>
<p>5.3 Board Policy & Procedure Manual Update</p>	<p>B. Pyper reported the table of contents have been created and will be moving forward.</p>	
<p>5.4 Educational Provider Program Future</p>	<p>J. Petersen stated that during the Chicago meeting CPS TA mentioned the Educational Provider Program should possibly be looked into further for reorganization.</p> <p>T. Agosti reported the EP Program was discussed during their recent conference call. He read a letter from Rudy Miick, CPS TA Leader. The letter stated CPS TA believed that EPP funds should remain in the CPS TA budget through their 2015 budget. K. Saal reported that during their conference calls the committee reports that previous intentions of all EPP funds were to remain with CPS TA but no documentation of those minutes or discussions can be found in TA files.</p> <p>W. Koehler reported that salaries have not been discussed in any of the funding discussions over the past couple years. FCSI TA did not have 3 full time staff members prior to his company taking over management. The intention of the 3rd full time staff member was to direct the CPS activities which included a growing EP Program as well as adding the PSE Exams. J. McSweeney and now K. Saal spend approximately 80-90% of their times on CPS duties.</p>	<p><i>T. Agosti motioned to remove the words “by the CPS the Americas Committee” in sections 2.1.1.2, 2.1.2.3 & 2.1.3.3 and remove sections 4 & 5 from section 7.2.6, B. Caruso seconded the motion. The Motion passed unanimously.</i></p>

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	<p>R. Collins discussed the EPP evaluation form. The complaint from providers is the information does not collect any important data and requires a lot of photo copying and staff time to coordinate for multiple topic days. A simple sign up sheet, with follow up done by staff, could accomplish the goals. The Board suggested a completed post event survey could be required to get the CEU credits.</p> <p>The sense of the Board was that CPS TA was not fully aware of where the money was being spent within the Division.</p> <p>W. Koehler reported that these budget discussions between CPS TA and the BOT have to end at some point. 2013 will mark the third year of arguments even after 2 face to face meetings between the two.</p> <p>B. Pyper asked about the history regarding the program. Wade reported during years 2004-2006, the system for CEU points and costs were complicated and confusing. The Board moved to a flat fee structure in 2007 and the program began to flourish.</p> <p>The sense of the Board was to split the EP Program away from CPS TA and create a new smaller committee solely dedicated to the program allowing CPS TA to focus on both the IKE and PSE exams which need more attention at this point. The new committee should consist of a Design Member, MAS Member, Allied Member and a Board Liaison.</p> <p>J. Camacho volunteered to be Board Liaison.</p> <p>The Executive Committee agreed to meet with the voting members of the CPS TA to</p>	

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	discuss the proposed changes the next day in Orlando since they were in town for the PSE Exam.	
6.0 Committees/Task Forces		
6.1 Membership	B. Pyper reported they are moving along with applications.	
6.2 Conference Planning	J. Camacho reported the SR dates and locations. W.Koehler reported the Phoenix Conference Planning Committee is coming together and will have a meeting at the Phoenix hotel in May.	
6.3 Finance	To be covered in budget	
6.4 CPS	T. Agosti reported the “moving the IKE forward” document from M. Redlin. Overall the test was considered good with not too many easy or too many difficult questions.	
6.5 Ethics	This was covered earlier.	
6.6 ICON	I. Jameson reported they have a meeting tomorrow at the Convention Center and have a meet and greet at the What’s Hot, What’s Not during the NAFEM Show. W. Koehler reported they are using the #fcsiicon hashtag during the NAFEM show.	
6.7 NAFEM/FCSI Liaison	Nothing to report.	
6.8 AAMBA	R. Collins is requesting they change the name of the committee. Allied Advisory Committee was suggested. They will be having a meeting at the convention center tomorrow morning at room S330F and everyone is invited to attend. R. Geile is rotating off the committee so they will have 1 new opening available.	<i>HQ to follow up with name change for committee</i>
6.9 Government Affairs	B. Caruso reported that staff created the new forum. A note was sent to the membership along with the link to the forum. P. Fracella requested to join the	<i>HQ to send another reminder in DC next month about Forum and promote IDPC</i>

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	<p>group and will monitor the Southeastern US area. CA is being monitored closely for a few items that may become important to FCSI members. PA has some discussions regarding stamped drawings. SC is re-introducing legislation regarding ASID. AIA is committed to defeating ASID so they are our best allies in defeating these bills. W. Koehler reported he just received the 2012 summary and will be reporting it out soon. I. Jameson reported that D. Feltmate is working with Federal authorities in Canada to continue their lobbying efforts.</p>	<p><i>summary</i></p>
<p>6.10 MEP TF</p>	<p>Nothing to report. J. Petersen requested we contact K. Seelye to inquire to the future of this task force.</p>	
<p>6.11 AIA TF</p>	<p>Nothing to report</p>	
<p>6.12 NSF TF</p>	<p>J. Petersen reported that NSF recently fired a lot of employees so the process has slowed down. In the meantime, NSF has recommended the Food Shield Rules be temporarily removed.</p>	
<p>6.13 IDPC 2012 Report</p>	<p>W. Koehler reported he will send the new 2012 Summary to Board members.</p>	<p><i>W. Koehler to email IDPC report to the BOT Members and post on the GTF bulletin Board</i></p>
<p>6.14 NFPA</p>	<p>H. Schildkraut reported the new standards have been submitted for approval so a new rule should be distributed in late 2013. The newest change allows solid fuels for combi ovens with certain provisions.</p>	
<p>7.0 Public Relations 7.1 2013 PR Goals</p>	<p>P. Wiltjer spoke about the intent of reaching out to national publications such as Wall Street Journal, NY Times, USA Today, etc. He spoke about the desperate need for more content. He also reported the success of our recent college speaking opportunities and the need to create more of these to promote FCSI and our ICON group. We have also submitted an entry to the Excite Awards for our Ask the</p>	

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	Experts concept.	
7.2 New Direct Connection Format	W. Koehler reported that headquarters created a new format using Constant Contact. The format is still being tweaked and will ask for constant feedback throughout 2013.	
7.3 New Project Showcase Publication Update	W. Koehler reported that we received over 15 projects and advertising is coming along with a big push here during NAFEM. The publication will be printed and distributed at the NRA Show.	
8.0 Events 8.1 NAFEM Events	W. Koehler requested that all Board members staying in Orlando attend the educational event tomorrow at 1:30pm.	
8.2 2013 Super Regional Dates & Sponsorship Update	<p>W. Koehler reported Vancouver will be held September 12-13, Hartford September 26-27 and Atlanta October 24-25. He reported that headquarters has not promoted it heavily yet but registration will be available within the next week. Sponsorships are currently at \$88,250 will still be promoted heavily in the next couple months.</p> <p>He also reported that 2013 attendance will be closely studied to determine the future of the Super Regional concept. He was not happy with the consultant member turnout in 2011 and staff strategically chose the three cities for 2013.</p>	
8.3 Board Member Breakfast at Regionals	<p>W. Koehler asked for volunteers to be present at the Friday morning breakfasts during each Super Regional.</p> <p>Vancouver - B. Pyper, T. Agosti, R. Collins Hartford – J. Petersen Atlanta – J. Camacho</p>	
9.0 Financial Report 9.1 Latest Financial Report	K. Saal reported we have \$384,000 in checking as of December 31 st . We currently have 3 investments. 2 - 12 month CDs have \$84,000 each and 1 CD in a 48 month \$68,000. 2 other CDs worth	<i>HQ to start sending balance sheet to full Board prior to each meeting.</i>

Agenda Item	Information	Action
	<p>\$29,000 each that mature in October 2019. B. Pyper requested the balance statement with each Board meeting.</p>	
<p>9.2 2013 Budget Review & Approval</p>	<p>W. Koehler presented the proposed 2013 budget asking for questions and comments for each line item.</p> <p>L. Huber asked why the Quarterly advertising was listed as \$0. W. Koehler reported he did not expect to see any revenue from the new publication in 2013 but should begin to realize revenue in 2014.</p> <p>B. Pyper asked about Reserves line item and pulling money from them for 2013. W. Koehler reported the \$47,000 amount represents money being pulled from the bank account to cover the budget shortfall.</p> <p>J. Camacho asked about the IHMRS Show costs in the Marketing Line Item. W. Koehler reported branding at the show was weak as well as the massive hurricane Sandy one week prior to the show hurt attendance. The Show management has changed for 2013 so he felt it would be beneficial to try the show and Ask the Experts concept one more time in 2013.</p> <p>B. Pyper asked how FCSI selects its shows. W. Koehler stated that shows were decided by a marketing committee 2 years ago, however, we were always open to new events. He also explained that FCSI had tried to participate in the NACUFS show but was unable to due to space constraints on NACUFS behalf.</p> <p>J. Petersen asked about the AIA show. W. Koehler explained that due to the budget shortfall, FCSI was not participating in the AIA show. However, the project showcase book was going to be focused on the architect market and</p>	<p><i>J. Camacho motioned to approve the budget. B. Taunton seconded the motion. The Motion passed unanimously.</i></p>

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	<p>reaching architects in lieu of the show.</p> <p>E. Norman asked how much money needed to be maintained in the financial reserves and if they should be capped with additional funds given back to the membership. W. Koehler explained that most associations say there should be at least one year of operating expenses in financial reserves. Koehler did not necessarily agree with this premise because it would be illogical to assume that there would be an entire year where absolutely no income was made. B. Pyper disagreed and said that with the groups she works with, it is the standard to have 1 year of reserves on hand.</p> <p>J. Petersen inquired about 2014 and the revenue sharing from the magazine. E. Norman said that he believed by the end of 2014 the Divisions should be seeing significant income from the magazine and web site publishing.</p>	
<p>10.0 New Business Meetings 10.1 Future Board Meetings</p>	<p>W. Koehler asked the Board if they would like to host the next Board meeting at the Phoenix hotel in October or in Atlanta in connection with the Atlanta Regional. The sense of the board was to host it in Phoenix. Stay away from October 18-22.</p>	
<p>10.2 520 Contract Meeting</p>	<p>J. Petersen requested the Board go into Executive Session to discuss the 520 Contract.</p>	<p><i>HQ to send out full financial statements monthly to Board members</i></p>
<p>11.0 Adjourn</p>		<p><i>H. Schildkraut motioned to adjourn the meeting. I. Jameson seconded the motion. The Motion passed unanimously at 3:45 pm</i></p>

Meeting minutes recorded by W. Koehler