



**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL  
THE AMERICAS DIVISION**

**BOARD OF TRUSTEES MEETING  
MINUTES**

**September 25, 2012  
Via Conference Call**

**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*

**Excused Absent Members are  
highlighted**

**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)*

## **1.0 Call to Order and Opening Remarks**

The meeting was called to order 11:37 am CST and noted that a quorum was present.

## **1.2 Antitrust Guidelines Reminder**

The Chair reminded everybody about the Antitrust Guidelines under which the board operates and all present affirmed compliance.

## **1.3 Introductions**

*No introductions were needed*

## **2.0 Approval of Minutes**

### **2.1 August Conference Call**

*A motion was made to approve the minutes as stated. The motion was seconded. W. Koehler mentioned that he had corrected the initials after B. Caruso and I. Jameson. The vote was passed unanimously*

## **3.0 FCSI WW**

### **3.1 WW Update**

J. Petersen requested the Board discuss John Cornyn's forum posting and responses. He stated that John's findings were valid and needed to be addressed by the WW Board of Directors.

B. Caruso stated the Bylaws should be cleaned up and the vote should be delayed until the Bylaws have been corrected.

E. Norman addressed John's posting stating it have 2 points. The first one was the Bylaw's being cleaned up and the second point being the endorsement of the new structure. He asked this Board to discuss the new structure and either endorse or not endorse the new operating structure.

L. Huber stated he had problems accessing the forum pages and suggested the postings be emailed to members.

B. Pyper stated that due to Robert's rules procedures, she supports slowing the process down.

W. Koehler recommended having a vote from the TA Board requesting WW delay the vote until the Bylaws are rewritten.

E. Norman volunteered to lead the WW Bylaw Review Committee if WW approves. He recommended the letter come from J. Petersen.

*B. Caruso motioned to have J. Petersen send a letter to President Ian Hopper requesting the Bylaw vote be delayed until the re-write is accomplished. H. Schildkraut seconded. Motion approved unanimously.*

J. Petersen asked the Board to discuss the new WW Board structure. In the original intent, there would have been 9 votes including the Allied members having a vote. The new structure being proposed included only 6 votes including the President that usually does not have a vote. This would allow 3 people to control every vote.

E. Norman also has heard complaints about APD having 2 equal votes even though they only represent 10 percent of the membership.

J. Petersen stated the new bylaws include an annual face to face meeting and wondered if that should be required. Could these meetings be conducted face to face?

B. Taunton asked if the new President does not have a vote, should the Division the President represents include a new Director to offset the imbalance of voting?

The sense of the Board was the new structure was acceptable.

### **3.2 TA Bylaw Changes**

Tabled until the next Board meeting.

### **3.3 WW Travel Expense Policies**

E. Norman stated the excess of 12 hours needs to be addressed before we can approve. The issue was tabled until next month.

## **4.0 Committees/Task Forces**

### **4.1 Ethics Task Force**

W. Koehler reported that Larry had reviewed the current rewrite and approved of the version sent to the Board for their review. He asked the Board to review the document with any comments, suggestions, etc. being sent to he and L. Huber. He reported we can vote to approve this document at the next Board meeting and plan to send it out to the Americas membership for their approval.

Need to change with will/will not and should change to shall/shall not.

### **4.2 Management Company Review**

B. Pyper reported that her and J. Petersen discussed the process last week and have identified the proper process. The link will be sent out within the next 3 weeks for the Board to complete the survey. It will be completed prior to the November Board meeting in Chicago.

### **4.3 CPS**

T. Agosti was unable to attend the meeting so there was no discussion. L. Huber mentioned there are some members who were going to be reassigned at the end of 2012. W. Koehler reported there were 6 members. W. Koehler will send out the names to the Board to see if they know anyone on the list and then will assign Board members to call after the list is reviewed.

#### **4.4 Government Affairs Committee update**

B. Caruso reported he has assembled his team of East Coast/Central/West Coast/Canadian

Ira Beer/Kristin Sedej/Jim Little/ Ian Jameson

Will have a committee conference call later this week to discuss the upcoming legislation issues coming up in California.

They are also looking into Chicago drawing situations.

### **5.0 Sponsorship/Advertising**

#### **5.1 Media Kit Update**

W. Koehler reported the media kit pages are completed and will be sent out in the Thursday DirectConnection issue. Headquarters will also send out the notices weekly for the next 3 weeks.

#### **5.2 New Project Showcase book for 2013?**

W. Koehler reported he had a proposal from Gill Ashton Publishing to produce the publication. The cost would remain private but the Division could expect revenues of approximately \$50,000-\$75,000. Circulation would be around 10,000 to operators and architects with an additional 2,000-3,000 to be distributed at FCSI events. The costs per page would be approximately \$5,000 for a full page ad. Consultant members would also have a change to advertise at a reduced rate. The goal would be to have it published prior to the NRA Show.

Enter in Exec. Session at 12:38 to discuss the contract information.

Exit at 12:44

*E. Norman motioned to accept the proposal from GAP but negotiate the guarantee and the contract should be 1 year to start. B. Taunton seconded. Motion passed unanimously.*

### **6.0 New Business**

#### **6.1 Past President/Past Chair Designation**

W. Koehler requested guidance from the Board regarding the use of FCSI (PC) for Divisional Past Chairs similar to what FCSI WW Past Presidents receive in their designations FCSI (PP). The sense of the Board was to not create a new acronym at this time.

## **6.2 NAFEM Board Meeting Dates & Hotel Information**

W. Koehler reminded the Board will be meeting February 5<sup>th</sup> and 6<sup>th</sup> at the Marriott Courtyard Hotel on International Drive in Orlando, FL. All hotel rooms have been reserved for the Board.

## **6.3 Next Meeting**

The Board agreed to host the next meeting November 6 & 7 in Chicago unless a WW issue arises that needs a special call prior to the meeting.

## **8.0 Adjourn**

*E. Norman motioned to adjourn the meeting. B. Pyper seconded the motion. The vote passed unanimously at 1:01 pm*

*Meeting minutes recorded by W. Koehler*