



**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
THE AMERICAS DIVISION**

BOARD OF TRUSTEES MEETING

MINUTES

**January 10, 2011
Via Conference Call**

In Attendance

Officers

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

*Jim Petersen, FCSI
Chair-Elect
(Cii Foodservice Design)*

*Mr. John E. Cornyn, FCSI
Immediate Past Chair
(The Cornyn Fasano Group)*

*Mr. Christopher Bigelow, FCSI
Secretary/Treasurer
(The Bigelow Companies, Inc.)*

Guest of the Board

*Mr. Eric Norman, FCSI
ICON Representative
(MVP Services Group)*

Staff

*Mr. Wade Koehler
Executive Director*

Trustees

*Mr. Harry Schildkraut, FCSI
Central Region Trustee
(S2O Consultants, Inc)*

*Ms. Corrinne Ward
Allied Trustee
(B.S.I., LLC)*

*Mr. James Camacho, FCSI
Eastern Region Trustee
(Camacho & Associates)*

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

*Ms. Lisa Bell, FCSI
Canadian Trustee
(Lisa Bell & Associates)*

Absent

*Mr. William Taunton, FCSI
Central/South American Trustee
(Gastrotec S.A.)*

1.0 Call to Order and Opening Remarks

The meeting was called to order 10:35 a.m. CDT and the Chair welcomed the board to the meeting and noted that a quorum was present. EN Welcomed Harry Schildkraut to the Board as the new Central Region Representative.

1.2 Antitrust Guidelines Reminder

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

2.1 Approval of Minutes from Previous Meeting

A motion was made to approve the minutes as stated. The motion was seconded and a vote was passed unanimously

3.0 GTF

3.1 Update on Progress

EN reported that the GTF recently held a conference call that lasted a little more than 2.5 hours. Some of the highlighted changes from that call include:

-The GTF agreed that Dealers should not be allowed into the Consultant Membership ranks. While the Division will not seek out those already amongst the membership, all ethics complaints will be handled aggressively.

-All new members will be approved by the Board

-There will be a 90 day notice for meetings and a quorum would now be 10% of the voting members present

-The Board will now be listed as having a minimum of 12 members and a maximum of 17 members allowing expansion of the Board in the future.

-Separating the Secretary/Treasurer position creating an additional officer position as long as the separate duties are clearly defined

-Terms of officers would be changed to 1 year for officers and 2 years for trustees with a possible 1 additional term for trustees. Additional terms for Officers would be: Chair Elect would automatically move into the Chair position after 1 term. The Secretary position could remain in the position for 1 additional term if reelected. The Treasurer could remain in the position for 3 additional terms if reelected. The new term lengths would begin in Spring 2014 at the latest to allow for transition.

The sense of the Board was to move forward with the 1 year terms

-Officers may be removed by a vote of 2/3rds trustees

-Adding a second Member at Large listing that the Board could designate come from ICON rather than listing a Committee having a Board position

-A nominating committee would be created to identify new trustee and officer candidates to stand for elections

-Listing all of the standing committees in the bylaws.

Once the bylaws are reviewed by the attorney and approved by the Board, HQ will send out a copy to all members prior to NAFEM as well as have a copy of the bylaws at the FCSI Booth during the NAFEM Show for review. The Board would also host a call in session during March or April to address members' questions and offer the approval vote electronically via the new AMS system or Survey Monkey prior to the NRA Show.

3.2 New Reinstatement policy

EN reported that by creating this policy and incorporating it into the new bylaws, it allows the Board to offer one last "lost sheep" initiative welcoming former members back into the membership at the membership level they exited. The new policy would then be clearly stated in the bylaws for all current members to review and approve as well as all future members to see.

WK edited the Reinstatement Policy during the call per the Board's comments.

4.0 Membership

4.1 CEU Status Update

WK reported that as of January 10th:

41 Consultants have not completed their CEU Requirements.

Of those 41, 18 are Professional Members, 4 are Senior Associate Members and 19 are Associate Members.

WK reported that Jeff McSweeney is following up with members almost daily and would send a list to the EC for additional Board calls within the next week.

4.2 Membership Renewal Status

WK reported that according to the new AMS system we have 46% of the renewals coming in with many more arriving daily. A better report will be issued at NAFEM.

5.0 FCSI Website

WK asked that all Board members complete their profiles on the new website. Members do not show up on the search function until their profiles have been completed.

6.0 Financial Report

6.1 Latest Financial Report

Due to Betty Sinclair being on Vacation in December we did not have the latest financial reports but they would be completed soon and available at the February Board meeting

6.2 2011 Proposed Budget Approval

CB and WK reported they are still working on the 2011 Budget layouts and would like a better grasp of renewals before voting on the budget. A more comprehensive budget will be reviewed and put forth for approval at the February Board meeting.

7.0 Trade Show Updates

7.1 NAFEM Update

WK stated that we have over 80 registered for the NAFEM Regional. He also informed the Board that the FCSI booth will feature a conference table and chairs and welcome FCSI members to sign up for usage during the NAFEM Show in 30 minute increments.

7.2 NRA Show Update

WK reported that FCSI will have a presence in at least 6 educational sessions during the NRA Show and the working relationship with the Show management has improved and is becoming very beneficial to the Division.

8.0 New Business

8.1. PNW Chapter Event Update

JohnC reported that PNW Chapter event is now full with 200+ attendees registered.

8.2 Lost Sheep Initiative

EN reported that he would like to begin the initiative immediately after the NAFEM Show and would be addressing the lost sheep situation with the FCSI WW Board during their January meeting.

Meeting adjourned at 11:53 a.m. CDT
Meeting minutes recorded by W. Koehler