



**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
THE AMERICAS DIVISION**

**BOARD OF TRUSTEES MEETING
MINUTES
May 16, 2011
via Conference Call**

In Attendance

Officers

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

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

*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 Consulting)*

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

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

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

Excused

*Mr. John E. Cornyn, FCSI (joined call at
12:25pm)
Immediate Past Chair
(The Cornyn Fasano Group)*

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

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

1.0 Call to Order and Opening Remarks

The meeting was called to order 11:35am CST and the Chair welcomed the board to the meeting 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.

2.0 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 FCSI WW

3.1 WW Strategic Planning Update

EN updated the Board that WW was holding a meeting in June 22-25 in Toronto. EN, WK and JP will be attending. CB asked about the Allied members attending the meeting. The sense of the Board was that WW should be willing to pay for the Allied members to attend the June meeting to discuss the potential new WW Corporate Member structures.

3.2 WW Board Seats

WK reminded the Board that TG brought up the idea that JP should replace CB as one of the TA Representatives on the last call immediately so JP can gain the WW experience before taking over as TA Chair in March. EN and WK discussed the item with CB and he agreed to give up the WW seat.

A motion was made to have JP become the new TA WW Director until March 2012. The motion was seconded. The motion was passed unanimously.

4.0 Membership

4.1 Dues Renewal Report

WK reported we are doing well with 103% of 2011 anticipated renewals

4.2 Member Reclassification

WK reported the 4 names that have not met the minimum CEUs.

After discussion a motion was made to offer the Affiliate membership to the current Associate Members or allow them to leave the Society offering a refund. The motion passed unanimously.

A motion was made to reclassify the Sr. Associate Member to an Associate Member. The motion was seconded. The motion passed unanimously

A motion was made to reclassify the Professional Member to a Sr. Associate Member. The motion was seconded. The motion passed unanimously. Remind the candidate they have until June 30 for reinstatement to apply.

4.3 Reinstatement Update

EN asked if the list had been sent to the Board yet. WK said he was still waiting on more feedback from the Board but agreed to move forward and redistribute list of former members to the entire Board.

5.0 Financial Report

5.1 Latest Financial Report

WK reported that we are in good shape financially with \$565,522.44 ending April 30. WK stated that we have invested \$280,000 into four \$70,000 no penalty CDS on Monday.

5.2 Audit Update

WK reported that he reported he just received the audit in the mail and will be reviewing it this week.

6.0 Governance

6.1 Bylaw Review conference call and vote

The Bylaws passed with 32% of the membership voting for a total of 65 votes total. The final was 64 yes, 1 no

6.2 Canadian Chapter Representative Update

WK reported that he cannot get the Canadian Chapter to commit a candidate for election. WK agreed to send LB an email with the Canadian Chapter leadership details.

6.3 Code of Ethics And Professional Conduct Review

WK reported now that the bylaws have been passed, the Division needs to focus on the Code of Ethics and Professional Conduct being voted upon by the membership. HS agreed to review the document.

WK to send out the document to HS for his review. If acceptable to HS, the Board would review the document. The next step would be to submit the document to the membership for their review and vote.

6.4 Strategic Planning Meeting

EN reported that we are still keeping the October meeting as the target for the meeting but waiting for the June WW Meeting before committing with the hotel.

6.5 AAMBA Board Member

WK and EN discussed Corrinne's position on the board with AAMBA and all parties agree to allow her to remain on the Board until further notice.

The Board asked WK to talk with Corrinne to gauge her involvement and continued interest.

7.0 Committee/Task Force Reports

EN asked that a new policy be created each Committee hold a quarterly conference call at a minimum with minutes take by staff liaisons. WK to issue statement to all committees

WK asked that all Committee Liaison members work with the Committee Leaders to create a succession plan for each committee and report back with the succession plan by the next conference call.

7.1 Council for Professional Standards

TA reported they had a meeting in April. CPS is working on notifying the Sr. Associates to get them to upgrade to Professional members. WK reported that Kristin Schmidt took the IKE last week and are awaiting the results.

7.2 Membership Committee

Nothing to report

7.3 Editorial Advisory Board

EN to ask Ruby to report back structure and financials. EN also recommended that we sit down with Gill Ashton and review the situation.

7.4 ICON

Nothing new to report

7.5 NAFEM/FCSI Liaison

EN will be attending their next meeting on June 9 in San Diego before the FCSI Regional Event. WK reported REVIT Task Force has been completed and published to the FCSI website. A joint FCSI NAFEM press release will be released this week.

7.6 Conference Planning Steering Committee

Nothing new to report

7.7 AIA Task Force

WK reported that it has been approved and that Jeff McSweeney has been working on the training module. EN informed that he and WK would be discussing with TG his service timeline to the Board.

7.8 AAMBA

Nothing to report

7.9 IDPC

Nothing to report

7.11 Ethics Commtee

EN discussed the need for structure for Ethics complaints. WK discussed the legal reasoning for formal complaints to take place.

WK to follow up with each complaint with a web search and possibly a phone call if a web search identifies items regarding the accused party. If no items are identified, WK to turn complaints over to the Ethics Committee. The Board asked WK to run to review these procedures with legal council.

8. Events

8.1 2011 Super Regionals – Board Members Breakfast

WK reported that EN will be at San Diego to attend the FCSI/NAFEM Liaison Committee meeting as well as Breakfast with a Board member.

Currently Sand Diego has 60 people signed up.

8.2 AIA Trade Show update

WK reported the AIA Show was slow with traffic and would not recommend renewing for 2012. WK reported a few exhibitors recommended to him that the AIA regional shows were better for the niche exhibitors such as FCSI.

WK also reported he had some positive discussions with AutoDesk regarding potential discounts of the REVIT software. AutoDesk doesn't sell directly to consumers but they may be willing to work with their national retailers to offer a discount to FCSI and NAFEM members.

9.0 FCSI Educational Foundation

9.1 Latest Foundation Report

Nothing to report

10. New Business

10.1 EN stated the next meeting will take place July 5th at 11:30am.

WK to send out reminder

10.2 PNW Chapter

JohnC reported that a Solutions 5 conference is being developed for next Spring.

HS motioned to adjourned the meeting. The motion was seconded and the vote passed unanimously at 1:07pm

Meeting minutes recorded by W. Koehler