

Texas Chefs Association

Board Meeting

Feb. 21st – 22nd, 2015

2:00 PM – 5:00 PM/ 7:00 am – 12:00 pm

Casa De Palmas Hotel – McAllen, Texas



I ADMINISTRATIVE

A. Call to Order: Mark R. Schneider CEC, CCE, ACE, AAC called the meeting to order at 1:47 pm.

B. Invocation: Dr. Ewart Jones CEC, AAC gave the invocation

C. Roll Call, Sign In, Quorum: Jack Rayome not present. Those in attendance were Mark Schneider CEC, CCE, ACE, AAC, Dr. Ewart Jones CEC, AAC, Charles Duit CEC, ACE, AAC, Alfonso Gonzalez CEC, Pete Nolasco, Chris Belanger, Traci Gates, Lester Binnick CEC, ACE, Santiago De La Cruz, Paul Rossmeyer proxy for Phil Salinas. Quorum was present.

D. Sergeant At Arms: Santiago De La Cruz was appointed Sergeant at Arms.

E. Welcome / Introductions Charles Duit CEC, ACE, AAC welcomed everyone to meeting. Roundtable.

F. Review of Minutes: Mark Schneider CEC, CCE, ACE, AAC asked if there were any modifications, changes, additions or deletions to the prior board meeting minutes. Traci Gates made the motion to accept minutes as written, Charles Duit CEC, ACE, AAC seconded. No discussion, all approved, motion carried.

G. Review of Agenda: Mark Schneider CEC, CCE, ACE, AAC asked for any additions, deletions or modifications to agenda. The following items were added to agenda under New Business: G. Chef Connect Articles, H. Staff Performance Review, I. Mid East Texas Chapter, J. Bernard Urban CEC, AAC, HOF Legacy. K. USA Culinary Team. Dr. Ewart Jones CEC, AAC made motion to accept additions to agenda, Traci Gates seconded. All approved, motion carried.

II REPORT OF THE OFFICERS

A. Chairman of the Board: Charles Duit CEC, ACE, AAC stated no grievances at this time. There was an inquiry about an opinion earlier in the year. Chef Duit CEC, ACE, AAC investigated the matter for a total of 6 hours with phone calls. When Charles' opinion did not meet the desired results the grievance was sent forward to the ACF Grievance Committee. After viewing all the evidence, their reply was similar to Charles'. He brought this up only because there are no written guidelines to direct the person requesting the grievance, nor any guidelines to the President or Chairman in dealing with the grievance. It was recommended that a Grievance Policy be written and included in TCA's Policy and Procedures. Mark Schneider CEC CCE ACE AAC agreed with the recommendation because he had a similar situation.

B. President: Mark R. Schneider CEC, CCE ACE, AAC mentioned that he has been hard at work for TCA and the local chapters. Mark takes exceptional pride in his office and the representation it holds for all of our members and beyond. Mark Schneider CEC, CCE, ACE, AAC recognized Traci Gates who is a inspiration to him. Stated it was an honor and privilege to have Traci in our ranks. Chef Mark acknowledged the Rio Grande Valley Chapter for their outstanding meetings and group activities. TCA is looking forward to the State Convention in the summer. Our reformed chapters in San Antonio and Austin are growing and having events. Reported on the EWMCS and the success they had at Expogast Villeroy & Boch Culinary World Cup in Luxembourg. The loss of Bernard Urban CEC HOF AAC this year was tough on Chef Schneider and he asked that we remember his legacy and dedication to Texas Chefs Association. Most of Mark Schneider's work was spent dealing with the Dallas Chapter. The Dallas Chapter has gone thru a tremendous upheaval of controversy that fractured its membership. A large part of the controversy was lack of past directors not adhering to Robert Rules, direction from the state, and unprofessional behavior. It was stressed that each chapter take minutes, implement and follow correct voting measures, ensure that statements of financial accounts are clear and forthright, and that the Culinarian Code is spoken and used as the model for our professional conduct. Pete Nolasco has been appointed as interim director for the Dallas Chapter and feels that the Dallas Chapter is on its way to healing and reunifying.

C. 1st Vice President: Dr. Ewart Jones CEC, AAC encouraged members to recruit, retain, and reactivate members. Dr. Jones has been actively working with the chapters and the board members

to produce a more visible awareness within the culinary schools and universities.

D. 2nd Vice President: 2nd Vice President is currently vacant.

E. Secretary Treasurer: Jack Rayome was not in attendance; however his report was in the booklet. Mark Schneider CEC CCE ACE AAC suggested that we take the time to ready reports on our own. Charles Duit CEC ACE AAC made motion that we table Section II, E. Financials until tomorrow. Dr. Ewart Jones CEC, AAC seconded, all approved, motion carried.

F. State Culinary Student Ambassador: Eduardo De La Cruz Jr. not present, no report submitted. Mark Schneider CEC CCE ACE AAC mentioned he knew Eduardo has been working hard. He has a real passion for students. Since he will be graduating, Chef Mark would like to have someone who is in a culinary arts program to take this position and move Eduardo De La Cruz to another TCA State Position. Chairs would serve at the discretion of the president.

G. ACF Certification: Mark R. Schneider CEC, CCE, ACE, AAC is looking to give this position up. He asked for suggestions on whom to assign this position to. Paul Rossmeier mentioned that Phillip Salinas CEC was interested in the state chair position.

III NEW BUSINESS

A. TCA Charitable Foundation: Charles Duit CEC, ACE, AAC stated that the TCA Charitable Foundation Board met on the 10th of Feb on a conference call. Charles Duit CEC, ACE, AAC was elected as Chairman of the Board. Conference call discussion was how difficult it has been and would be to maintain the foundation so therefore it was voted on to dissolve the foundation. To dissolve the funds in the foundation account, it was decided to reimburse the Dallas Chapter \$3770.48 for expenses they incurred, give funds of \$10294.17 to Texas Restaurant Association Education Foundation, and the balance of \$15441.25 to Texas Chefs Association. Mark Schneider CEC, CCE, ACE, AAC stated that money put into the foundation was the reason for the Dallas controversy. Dallas Chapter money which was deposited into the foundation account was never voted on nor were there any meeting minutes that justified the events or the votes that money would be placed into the foundation account. Two of the Dallas Directors made it known that money would go into the foundation but no voting was ever done to do this. Members wanted to know how this was done if no voting was ever done. In addition to Dallas Chapter controversy, there was documentation at the state office that was wrong as far as who was on the board of the foundation. Other documents of foundation were not correctly filed etc., so there was a lot of controversy with the foundation.

B. Dallas Chapter Reconciliation: Mark R. Schneider CEC, CCE, ACE, AAC-since the Charitable Foundation designated \$15441.25 to go into the TCA Education Fund it would be deposited into the TCA general fund. However, Mark Schneider CEC, CCE, ACE, AAC would like someone to make a motion to return the \$15441.25 back to the Dallas Chapter. More than \$30,000 has been taken out of the Dallas Chapter account and put into the charitable foundation. There were no votes or minutes where this was ever decided on by the voting membership of the chapter. Members trusted the leadership of the chapter; therefore, Mark Schneider CEC, CCE, ACE, AAC doesn't feel like the Dallas Chapter membership is at fault but you should be able to trust your leadership. Members should not be penalized for trusting their leadership. Remember TCA is gaining \$15441.25 for the Education Fund and TCA is not losing money by giving \$15441.25 back to the Dallas Chapter. The \$15441.25 would not be taken from the earmarked Education Fund but would be taken out of the savings account. Chris Belanger made motion to take out of the savings account, \$15441.25 and give back to the Dallas Chapter and Santiago De La Cruz seconded. Discussion was to have the Dallas Chapter use this money for education only. Disagreement was voiced that it was designated to the TCA Education Fund and that TCA is the entity that received the money. The Dallas Chapter is a subdivision of the TCA and not the entity. Therefore Dallas could use the money at their discretion. Charles Duit CEC, ACE, AAC made a notation that we would be setting precedence for other chapters that it is okay that they don't follow the procedures. Traci Gates said the precedence and the only way to justify it would be that we are gaining \$15441.25. However, to reconcile with the Dallas Chapter Mark Schneider CEC, CCE, ACE, AAC would like to give the Dallas Chapter this \$15441.25. Pete Nolasco stated that before the general meetings of Dallas the board was making decisions and none of the decisions made at the board meeting were ever brought up during the general meetings. How would you feel that all money being put in your account was being pulled and placed elsewhere and nobody knew? The members if given the opportunity would have probably agreed to put money into the education fund. Since the motion was made from the floor, motion seconded, and there was discussion, Charles Duit CEC, ACE, AAC called for the vote. Mark Schneider CEC, CCE, ACE, AAC

asked all in favor say aye, ayes carried, motion passed.

C. Policy & Procedures: Mark R. Schneider CEC, CCE, ACE, AAC passed out current Policy and Procedures. Chef Schneider wants to create a committee of 3 people, one from large chapter, mid chapter, and small chapter to re-write Policy and Procedures. Chef Schneider passed out a Grievance Policy and read. Chef Schneider asked that this be tabled until tomorrow so board could review Grievance Policy. Charles Duit CEC AAC ACE made a motion to table until tomorrow, Santiago De La Cruz seconded. No discussion, asked for vote to table until tomorrow, all in favor, ayes carried, motion passed. Another policy passed out that Mark felt should be in Policy and Procedures was on Board Meetings. This may need to be a bylaw, not sure. This policy is also something that will be tabled until tomorrow. Dr. Ewart Jones CEC, AAC made motion to table "TCA Board Meetings" until tomorrow's meeting, Traci Gates seconded. Mark Schneider CEC, CCE, ACE, AAC asked for all in favor to table until tomorrow, ayes carried, motion passed.

D. Interim 2nd Vice President: Mark R. Schneider CEC, CCE, ACE, AAC needs a 2nd Vice President now. Chef Mark would like Traci Gates, Casey Gates, or Santiago De la Cruz to be 2nd VP. Charles Duit CEC AAC ACE mentioned they cannot hold 2 offices, Director and 2nd VP. As an appointment they would serve out Len Pawelek's term which is a year and a half. Mark Schneider CEC, CCE, ACE, AAC will contact Casey Gates for the 2nd VP position. No vote was needed.

E. Committee Chair Replacements: Mark R. Schneider CEC, CCE, ACE, AAC says chairs are needed. Chairs are appointees and serve at President's discretion.

E1 – American Academy of Chefs: Bernard Urban CEC, AAC, HOF chaired for 30 years and he will be missed. Mark would like Bob Burns in Austin to chair. We will have 31 members in the academy. Our newest AAC member who will be inducted is Jackson York CEC.

E2 – TCA Charitable Outreach-due to Dallas fallout Mark Schneider CEC, CCE, ACE, AAC felt it was best to replace Sharon Van Meter. President Schneider suggested Lynn Krause CEPC, AAC and would like the charity to be the same each year. President Schneider asked for any other names for this position. He would like any other candidate's names for this position within 30 days.

E3 – Social Media- Dawn Knowlton resigned due to Dallas fallout. Since Eddie De la Cruz was graduating soon, President Schneider suggested he be moved from Student Culinarian Ambassador to Social Media when he comes to the end of his term. It was suggested we have some guidelines for posts and not allow personal opinions of chair to be posted on TCA sites. President Schneider asked for any other names for this position. He would like any other candidate's names for this position within 30 days.

F Financial Statements – Jan. – Dec. 2014: Jack Rayome not present. Charles Duit CEC AAC ACE made motion to table financials until Sunday. Lester Binnick CEC ACE seconded. All in favor, ayes carried, motion passed.

G. Chef Connect Articles: Mark Schneider CEC CCE ACE AAC requested articles for Chef Connect. President Schneider would like three to five paragraphs and three to five pictures on chapter events for Chef Connect. The Chef Connect is sent via email to anyone in the state office database with an email, old and current members, sponsors, etc. Also, about 15 retirees are sent one via mail.

H. Staff Performance Review: Motion was made by Charles Duit CEC AAC ACE to give Diane Butler a 3% raise; up to \$300 for education, and up to \$5000 for office equipment to be taken from savings account. Lester Binnick CEC ACE seconded motion. No discussion, vote called for, ayes carried, motion passed.

I. Mid East Texas Chapter: Mark Schneider CEC CCE ACE AAC discussed dissolving Mid East Texas Chapter. Chapter is down to one member. Chef Schneider proposed that as President he give a letter to Debbie Fleming stating that due to lack of membership chapter would be dissolved. Chris Belanger said when we left meeting last summer it was agreed upon by board to give her a year to recruit members. Last summer's meeting minutes stated such so Mark Schneider CEC, CCE, ACE, AAC said this would be on agenda at summer convention in McAllen.

J. Bernard Urban CEC AAC HOF Legacy: Mark Schneider CEC CCE ACE AAC would like an award or scholarship to honor Bernard Urban CEC AAC HOF. Chef Urban was enthusiastic about competition. Funds in the Jr. Chefs Educational Development Fund are used for junior travel and team sponsorship. Question was asked: "How do we withdraw funds from the restricted funds?" Funds from this account have to be approved by the board. Charles Duit CEC AAC ACE made a motion to rename the restricted fund, Jr. Chefs Education Development Fund to the Bernard Urban Jr. Chefs Educational Fund". Lester Binnick CEC AAC seconded the motion. Motion was open for

discussion. President Schneider asked for vote, all in favor, ayes carried. Motion passed.

K. USA Culinary Team: Mark Schneider CEC CCE ACE AAC told the board that the ACF USA Culinary Team was coming to Dallas to do competition session practices. Transportation was requested from ACF to and from airport. Chef Schneider already talked to Pete Nolasco and Pete Nolasco has a bus to help with transportation and Chef Nolasco will get in contact with ACF. ACF also requested videographer and a monetary donation. It was mentioned that ACF had a videographer team and other than our members taking pictures or videos on their phones that would be all that TCA would supply. Motion was made to give a \$1000 to USA Culinary Team by Chris Belanger and seconded by Traci Gates. No discussion, called for vote, all in favor, ayes carried. Motion carried.

Adjournment: Motion was made by Traci Gates to adjourn today's session at 5 pm, seconded by Lester Binnick CEC ACE. Meeting adjourned.

Sunday, February 22, 2015.

Call to Order: Mark Schneider CEC CCE ACE AAC called the meeting to order at 7:40 am.

III NEW BUSINESS

A. Charitable Foundation continued: President Schneider asked anyone if there was anything discussed yesterday that needed to be clarified. Lester Binnick CEC ACE asked where the money was that dissolved the Charitable Foundation. The amounts and who the money was issued to were addressed. The \$15,441.25 from Charitable Foundation to the Texas Chefs Association would be put in the TCA restricted equity account. \$2357 would be designated to Certification Reimbursement Scholarships, \$11,853.25 designated to First Time Attendee to Convention Scholarship, and \$1231 designated to Chefs Relief. Motion to distribute funds as stated made by Dr. Ewart Jones CEC AAC and seconded by Traci Gates. Open for discussion, call for vote, ayes have it, motion carried. TRA Education Foundation was also discussed since a portion of the Charitable Foundation money was awarded to TRA Education Foundation. Charles Duit CEC AAC ACE elaborated on the TRA Education Foundation.

C. Policy and Procedures continued: Revisions to the proposed Grievance Policy and TCA Board Meetings were discussed. Grievance Policy changes in the first bullet point would now state grievance will be submitted in a formal written communication. Last page under last circle point would be changed to: The motion must be passed by the TCA voting chapter members. Charles Duit CEC, AAC, ACE made motion to add Grievance Policy to Policy and Procedures. Traci Gates seconded the motion. No discussion, called for vote, all in favor, ayes carried. TCA Board Meeting Locations: only changes discussed from yesterday, 3rd bullet point, struck out "that do not require discussion". Dr. Ewart Jones CEC AAC made motion to accept change and update TCA Board Meeting Locations in current Policy and Procedures. Chris Belanger seconded. Discussion was to put date on documents. President Schneider called for a vote, all in favor, ayes carried. Executive team will look at Policy and Procedures and will document within 30 days. Mark Schneider CEC CCE ACE AAC will get a committee to work on Bylaws. Bylaws have to be changed thru membership, Policy and Procedures can be changed thru the board.

F. Financial Statements: Financial Statements looked good to Mark Schneider CEC CCE ACE AAC. Since 2007, Galveston has had a \$1000 in their escrow account. Charles Duit CEC ACE AAC proposed that TCA leave the \$1000 of Galveston Escrow alone since they are trying to regroup; move \$2511 of the \$3511 escrow in Panhandle account to general fund, and remaining \$1000 leave in restricted money and create a line item for Chapter Seed Money; Jr. Escrow money of \$300 move into general fund. Chris Belanger made second. No discussion, call for vote, all in favor, ayes carry. Charles Duit CEC ACE AAC made motion to accept financials as written, Ewart Jones 2nd, no discussion, call for vote, all in favor, ayes carry;

IV. OLD BUSINESS

A. Membership Categories: Mark R. Schneider CEC CCE ACE AAC- Suggested membership changes: TCA give the Culinarian Membership (any member 6 months to 3 years of active cooking) full voting rights. ACF Bylaws gives Student Culinarians a ¼ vote on national issues. It was suggested that TCA give Student Culinarians 33% voting rights at the state level and on local chapter issues voting rights be given according to the individual chapter's Policy and Procedures; The Associate membership would be reduced to 1 category with a sliding scale or property membership

for additional associates within a company; add a standalone category of TCA Sr. Chef with 10 years of membership, with no stipulation that it has to be 10 years of unbroken membership. This membership would get the TCA Sr. Professional Culinarian rate; and finally eliminate Ret/Hon.

B. Membership Dues Recalculations: Mark R. Schneider CEC, CCE, ACE, AAC do we want to change the bylaws so that dues changes will be changed at board level and not membership level? Consensus was changes to dues are done at the board level.

C. Chapter Minimums: Mark R. Schneider CEC, CCE, ACE, AAC proposed that 8 Professional Culinarians be the minimum number needed to form a chapter. After chapter has 8 Professional Culinarians then chapter needs to maintain 6 TCA Professional Culinarian members with a goal to obtain 12 members. In director's report to board, President Schneider wants directors to state what they are doing to recruit members. Reports should include how many calls made to recruit members. If unable to recruit any members state any reasons known. It was stated that each chapter have their own Policy and Procedures, including tithing procedures, and should someone be appointed to an office or chair is their appointment until the end of term of position left vacant. President Schneider would like to have bylaws changed by summer so he asked that director's go back to chapters and discuss information under Local Chapters Section 1, 5 and 6.

D Website: Diane Butler told directors that if they have someone in their chapter who would like to take over their chapter's page on the TCA website that she could give them login information to do so.

E. TCA Staff Feedback: Diane Butler needs bank statements from any chapters that do not have them set up to come to state office.

F. Conflict of Interest Policy: Jack Rayome not present but Conflict of Interest Policy was passed out to directors and a director signature was required stating they received the Conflict of Interest Policy.

V. NOMINATIONS & ELECTIONS

A. Honorary Members: Retired/Honorary category was reviewed. A member who is nominated for Retired/Honorary status is a current Sr. Professional Culinarian who is still very active in the chapter. If nominated and voted as Retired/Honorary member they pay the ACF portion of Sr. Professional Culinarian dues and current rate for life insurance if they choose to keep life insurance. The TCA portion of their dues is paid for by TCA. Pete Nolasco nominated Klaus Mittlehauser. If new bylaw changes get voted on and approved by summer general session then Ed Bocanegra of Dallas Chapter can be nominated at general session to be Retired/Honorary status.

B. State Officer Elections:

1. 1st Vice President: Traci Gates nominated by Dr. Ewart Jones CEC AAC; Casey Gates nominated by Santiago De La Cruz; Santiago De La Cruz nominated by Lester Binnick CEC ACE. Nominations open until General Session.

2. President: Pete Nolasco nominated Mark Schneider CEC CCE AAC ACE for President. Nominations open until General Session.

C. Award of Distinction: Several members were nominated and discussed. Charles Duit CEC ACE AAC made motion for a vote, Chris Belanger seconded. No further discussion. Vote was taken and Seafood Supply was nominated to receive Award of Distinction.

D. 2016 Hermann Rusch Award: Motion for Ernst Gruch CMC AAC to receive award by Lester Binnick CEC ACE, seconded by Pete Nolasco. All in favor, ayes carried.

E. 2016 Chef Educator of the Year: Motion for Paul Macry, Le Cordon Bleu Austin, to receive award by Charles Duit CEC ACE AAC, seconded by Santiago De La Cruz. All in favor, ayes carried.

F. 2016 Chapter Achievement Award: TCA does not qualify.

G. 2016 Chef Professionalism Award: Motion made for Morris Salerno to receive award by Pete Nolasco, seconded by Chris Belanger. Motion made for Lester Binnick CEC ACE to receive award by Santiago De La Cruz, seconded by Traci Gates. Charles Duit made motion to cease nominations, seconded by Dr. Ewart Jones CEC AAC. Call for vote. Lester Binnick CEC ACE was majority vote.

H. Scholarship Requests: No requests at this time. This will be left open for 1st Time Attendees to Convention Scholarship requests. Change future winter board agendas to read Certification Scholarships.

VI. Site of Future Conventions:

2015 Rio Grande Valley
2016 Dallas

VII. CLOSING / ROUND TABLE

Motion to adjourn meeting at 11:39 am by Traci Gates and seconded by Dr. Ewart Jones CEC AAC.
Motion carried.