

Texas Chefs Association

Winter Board Meeting

February 18, 2017

Corpus Christi, TX



American Culinary Federation
Texas Chefs Association

I. Administrative

A. Call to Order: President Mark Schneider, CEC, CCE, AAC called the meeting to order at 1:05 pm. He welcomed all to the Winter Board Meeting of the Texas Chefs Association and expressed appreciation to the Chefs of the Coastal Bend Chapter for hosting the meeting in Corpus Christi. Schneider expressed his desire to address financial items during Saturday's session and use Sunday to address new and old business.

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

C. Roll Call, Sign In & Quorum: A quorum was present. Those in attendance were:

President	Mark Schneider, CEC, CCE, AAC
1 st Vice President	Dr. Ewart Jones, CEC, AAC
Chairman of the Board	Charles Duit, CEC, AAC, ACE
AAC Chair	Patrick Mitchell, CEC, AAC
Chefs of the Coastal Bend	Michael Stephans, CEC
Dallas Chapter	Pete Nolasco
East Texas Chapter	Rick Neal
Fort Worth Chapter	Heather Kurima
Houston Chapter	Adam Heath, CEC
Rio Grande Valley Chapter	Larry Delgado
San Antonio Chapter	Ron Smith
TCA Administrator	Sam Brewster
Guests:	
Rio Grande Valley	Dustin Stair

D. Sergeant at Arms: Rick Neal was appointed as Sergeant at Arms.

E. Welcome & Introductions: Introductions of the Officers and Directors were performed.

F. Review of Minutes: Charles Duit, CEC, AAC, ACE referenced the 2016 Summer Board Meeting minutes. Larry Delgado motioned to approve the minutes as presented. The motion was seconded by Adam Heath and moved by the Board.

G. Review of Meeting Agenda: Charles Duit, CEC, AAC, ACE requested revisions to the meeting agenda. None were presented; however, Duit requested to add:

I. Administrative, H. Review of October 7, 2016 Conference Call Minutes

The agenda was approved as amended.

H. Review of October 7, 2016 Minutes: Adam Heath, CEC presented a motion to approve the minutes as presented. Dr. Ewart Jones provided a second and the item was moved by the Board.

II. Finance

A. Report of Secretary/Treasurer: Charles Duit, CEC, AAC, ACE referenced the 2016 financial report and narrative. Duit announced a net loss of \$5,910 for the year and explained that the shortfall was primarily due to membership dues receivables not being realized. Duit acknowledged and thanked the following Chapters for their tithes:

Brazos Valley Chapter - \$400

Dallas Chapter - \$5,000

East Texas Chapter - \$1,000

Fort Worth Chapter - \$250

Houston Chapter - \$250

Rio Grande Valley Chapter - \$1,500

Charles Duit - \$100

Rio Grande Valley Chapter Director, Larry Delgado, presented the TCA with an additional check for \$1,500. The Board expressed appreciation for the generosity of the RGV Chapter. President Schneider stated that the Heart of Texas Chapter will also be tithing \$500.

Patrick Mitchell, CEC, AAC inquired about the format of the financial reports. The Board discussed a more straightforward format and Charles Duit and Sam Brewster agreed to look into reordering the chart of accounts.

Patrick Mitchell, CEC, AAC asked where the Culinary Visions Partners revenue is reflected on the 2016 financial report. Sam Brewster replied that the dollars are allocated among the TCA State Convention, Website and Semi Annual Publication expenses. Duit explained that the 2017 budget will not have the same allocation and the CVP revenue will be reported as a line item.

After further discussion of the 2016 financial report, Charles Duit moved to accept the 2016 Treasurer's Report. The motion was seconded by Michael Stephans, CEC and moved by the Board.

B. Report of Finance Committee: Dr. Ewart Jones, CEC, AAC stated the objective of the Finance Committee to serve in an oversight role and not to dictate Chapter operations. In order to do so, Jones explained, the committee must become familiar with Chapter Policies and Procedures, existing contracts and agreements, bylaws, etc. The committee also serves to review transactions and approve spending requests.

The current Finance Committee members were announced as:

1st Vice President	Ewart Jones CEC, AAC
Chairman of the Board	Charles Duit CEC, AAC, ACE
Heart of Texas Chapter	Lynn Krause CEC, AAC
Dallas Chapter	Steve DeShazo CEC, FMP
Houston Chapter	Leslie Bartosh, CEC
Rio Grande Valley Chapter	Dustin Stair, CEC
Fort Worth Chapter	James Morris
East Texas Chapter	Rick Neal, CEC

A discussion ensued on whether or not each Chapter should have representation on the Finance Committee. Larry Delgado motioned to have each Chapter Director appoint their Treasurer to serve on the Finance Committee. In the event that the Chapter Treasurer cannot serve or is not suitable, the Chapter Director may appoint a different member or serve on the Finance Committee themselves. The 1st Vice President will chair the Finance Committee and a minimum of seven (7) committee members must be present to constitute a quorum. The motion was seconded by Adam Heath and moved by the Board.

President Schneider agreed to draft a letter to dissolve the previous Finance Committee and requested that each Chapter send their representatives to Sam Brewster no later than the ensuing Friday. Schneider added that the committee will meet as needed via conference call and the State Administrator will record minutes of each meeting.

Pete Nolasco requested that the Finance Committee conduct an internal audit and the Board entered into a discussion regarding current financial processes. The discussion revealed that past Secretary/Treasurer, Jack Rayome, remained as the primary signer on the bank account and current Secretary/Treasurer and Chairman of the Board, Charles Duit, had not been added to the account.

President Schneider agreed to draft a letter to Jack Rayome to insist that he submit all Chapter records to the State Office and authorize Charles Duit, CEC, AAC, ACE to be the primary signer on the Chapter's checking and savings account. In addition, Mr. Rayome will be required to sign over the American Express credit card account to Mr. Duit.

A discussion ensued regarding a new policy for authorization/signers to the Chapter's bank accounts. Heather Kurima presented the following motion:

- Move to remove Jack Rayome from the TCA checking and savings account
- Move to authorize and empower the President, 1st Vice President and Secretary/Treasurer to approve expenses transactions
- Move to authorize Secretary/Treasurer, Charles Duit, CEC, AAC, ACE and State Administrator, Sam Brewster, as primary signers on the TCA's checking and savings account.

The motion was seconded by Larry Delgado and moved by the Board.

The new policy will require checks to be signed by the Secretary/Treasurer and additional authorization to be provided by the President or 1st Vice President. An expense authorization form will be drafted to accompany each check payment.

C. 2016 Convention Closing Report: At the request of Pete Nolasco, this report was tabled for the ensuing day's agenda.

D. 2017 Convention Opening Report: Chefs of the Coastal Bend Chapter, Michael Stephans, CEC distributed the tentative agenda and registration form for the 2017 TCA State Convention. Stephans announced the them of "Kickin' it Old School" and stated that the education will focus on throw-back techniques and demonstrations. The agenda will offer two a la carte workshops on Friday, which will be six-hour programs, as well as two Quick Fire Challenges. The Ice Breaker will take place at the Texas State Aquarium and registration will be \$195. Chef Stephans explained that the Coastal Bend Chapter is currently working to obtain convention sponsors and asked that recommendations be sent to him.

President Schneider commented that 100 members should be our minimum attendance goal. He added that the food & beverage minimum due to the Omni is \$10,000 and the room rate is \$135.

E. 2017 Budget Review/Approval: Charles Duit, CEC, AAC, ACC presented the proposed budget for 2017. Duit reminded the Board of his desire to condense the format for future reporting purposes. The Board reviewed and discussed several expense line items. Chef Delgado asked what the Management Fee expenses represented. Duit replied that Management Fees are payments to Brewster Association Services for management of the Chapter. Duit continued to explain that while Management Fees account for 57% of the chapter's revenue, hiring an independent contractor eliminated staff and overhead costs, which previously constituted 60% of the chapter's revenue. Chef Schneider inquired whether or not the Chapter should continue to offer life insurance at the state level. After discussing the matter, the Board agreed to maintain the policy for the immediate future.

Schneider referenced the \$2,000 rental expense for the San Antonio storage unit, which currently houses property and documents from the old San Antonio state office. He added that we need to form a plan to remove those items in order to eliminate the ongoing expense of renting the unit. In order to do so, the Board needs to identify which items to keep and which items to discard. Schneider appointed Ron Smith to identify memorabilia, which can be auctioned off at the 2017 State Convention.

Schneider reviewed budgeted travel expenses and stated that he will continue to depend on his employer to subsidize his travel in order to keep the TCA's financial obligation to a minimum. He recommended, for 2018, that the Finance Committee consider adding a new travel expense line item for the President to visit local chapters and not use funds allocated for ACF Convention travel.

Patrick Mitchell, CEC, AAC suggested the addition of \$300 for the Secretary/Treasurer's travel expense. Charles Duit deferred the addition for the 2018 budget.

Chef Larry Delgado expressed appreciation to all for their work in getting the Chapter moving in a positive direction. He recommended moving forward on the budget and depending on the new expense procedure and the Finance Committee to create accountability.

Charles Duit, CEC, AAC, ACE moved to approve the 2017 operating budget as presented. Larry Delgado seconded the motion, which was moved by the Board.

Prior to adjournment, Chef Duit distributed the Expense Reimbursement Policy agreement and the Conflict of Interest agreement. Officers and Directors were asked to review the documents, sign them and submit them to Sam Brewster for filing.

Adam Heath, CEC motioned to adjourn the meeting. The motion was seconded by Michael Stephans, CEC and the meeting was adjourned at 5:10 pm.

Texas Chefs Association

Winter Board Meeting

February 19, 2017

Corpus Christi, TX



American Culinary Federation
Texas Chefs Association

I. Administrative

A. Call to Order: President Mark Schneider, CEC, CCE, AAC called the meeting to order at 8:05 am. He thanked everyone for their productive discussion from the previous day and expressed optimism for the future of the TCA.

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

C. Roll Call, Sign In & Quorum: A quorum was present. Those in attendance were:

President	Mark Schneider, CEC, CCE, AAC
1 st Vice President	Dr. Ewart Jones, CEC, AAC
2 nd Vice President	Santiago "Jimmy" DeLaCruz
Chairman of the Board	Charles Duit, CEC, AAC, ACE
AAC Chair	Patrick Mitchell, CEC, AAC
Chefs of the Coastal Bend	Michael Stephans, CEC
Dallas Chapter	Pete Nolasco
East Texas Chapter	Rick Neal
Fort Worth Chapter	Heather Kurima
Houston Chapter	Adam Heath, CEC
Rio Grande Valley Chapter	Larry Delgado
TCA Administrator	Sam Brewster
Guests:	
Rio Grande Valley	Dustin Stair

D. Sergeant at Arms: Rick Neal was appointed as Sergeant at Arms.

E. Welcome/Introductions: 2nd Vice President Santiago “Jimmy” DeLaCruz was welcomed to the meeting.

F. Review of 2/19/17 Meeting Agenda: Mark Schneider requested the addition of:

IV. Old Business, F. 2016 Convention Closing Report

Adam Heath, CEC made a motion to approve the agenda as amended. The motion was seconded by Michael Stephans, CEC and moved by the Board.

II. Report of Officers

A. Chairman of the Board: Charles Duit, CEC, AAC, ACE reported no grievances.

B. President: Mark Schneider, CEC, CCE, AAC acknowledged that he’s in the final year of his term and expressed his appreciation to all for their support and the honor it has been for him to serve as President of the Texas Chefs Association. He encouraged Chapter Directors to look for the next generation of leaders for the TCA. In addition, he stated that the TCA will be challenged to adapt to the younger generation of chefs. Schneider expressed hope to contribute funds back to the TCA savings account by year-end and deferred discussions on the Membership Drive and CVP Drive until later on the agenda. Lastly, Schneider stated that we need to find support for Ron Smith to grow and develop the San Antonio Chapter.

C. 1st Vice President: Dr. Ewart Jones, CEC, AAC stated that while this is his last year to serve as 1st Vice President, he will continue to be involved and support the Texas Chefs Association. He spoke to the challenges of getting younger members and potential members engaged in the TCA and encouraged the TCA leadership to continue to be responsive to their members.

D. 2nd Vice President: Jimmy DeLaCruz promised to follow up with a formal written report and apologized for not being as active as he would prefer, due to a recent job change. Chef DeLaCruz deferred his discussion on the Membership Drive until later in the agenda.

E. State Culinary Student Ambassador: President Schneider stated that this seat remains vacant and the responsibilities should be addressed at the local Chapter level. He expressed a desire to bring student members to future Board of Director meetings so they can witness the professionalism of the TCA and generate a desire to serve.

F. ACF Certification Chair: Schneider explained that he’s still looking for a replacement to serve as ACF Certification Chair. Chef DeLaCruz recommended Stacy O’Neil as a potential candidate and Schneider agreed to follow up with her. Schneider announced an upcoming certification workshop he’s hosting at TSTC on March 25th and 26th. He provided a summary of the agenda and added that free housing is available on the TSTC campus on a limited basis. Schneider continued to describe recent CEC criteria changes, which are outlined on the ACF website.

G. Social Media Chair: President Schneider announced that Stephanie Smith, CC has stepped down from the Chair due to family obligations. He asked for the board to consider candidates and send names to him.

H. Community Outreach Chair: President Schneider applauded the work done by Lynn Krause, CEPC, AAC and referenced her report in the handbook.

I. American Academy of Chefs Ambassador: Patrick Mitchell, CEC, AAC referenced his report in the handbook. He stated that the AAC is a large commitment but he has several individuals targeted who are being encouraged to pursue the AAC.

III. New Business

A. Constitution & Bylaws: President Schneider referenced the proposed bylaws in the meeting handbook. He restated the objective to discuss the bylaws and prepare them to be voted on by the membership at the State Convention. A review of the bylaws revealed the need for several revisions, which were discussed by the board.

One discussion addressed annual financial review by a third party. As a result of the discussion, the Finance Committee will review the previous two years (2015 – 2016) of bank statements and audit them against financial records. A bylaw revision will be implemented to address the process of a financial review going forward.

President Schneider agreed to draft the bylaw revisions and the bylaws will be made available to the membership for review prior to the State Convention.

B. State Awards: Patrick Mitchell, CEC, AAC reviewed new guidelines and processes for the State Awards of Chef of the Year, Pastry Chef of the Year, Educator of the Year and Other Awards. Most notably, Chapter award winners must complete an application process in order to be considered for the State Award. Applications will be reviewed and voted upon at the Summer State Board Meeting. Additionally, Chapter winners from the preceding five years will be eligible to enter for their respective State Award. Once a member is recognized for a State Award, they are no longer eligible to win that award. Nominees must be committed to attending the State Convention in order to be eligible. Lastly, it was recommended that an application be created for the Student Chef of the Year award and Mitchell agreed to draft the application.

Charles Duit, CEC, AAC, ACE presented a motion to place the new awards procedure into Policy and Procedures. The motion was seconded by Dr. Ewart Jones, CEC, AAC and moved by the Board.

C. San Antonio State Office: Chef Schneider recapped that the contents of the State Office are currently being held in a storage unit in San Antonio. Ron Smith was appointed to identify items to auction at the 2017 State Convention. He thanked Chef Smith for his assistance in moving out of the State Office.

D. Membership Drive: President Schneider announced the launch of a new membership drive, which will be conducted March 1st to June 30th. The Board reviewed the discounted membership rates for TCA and TCA/ACF memberships. Schneider detailed the incentive awards for the top recruiters and emphasized that new members must use the written application in order to be eligible. Sam Brewster will issue Membership Drive Application prior to March 1st.

E. Culinary Visions Partner Drive: Mark Schneider, CEC, CCE, AAC distributed a handbook to assist Board members in soliciting CVP partners. The document included a cover letter, a listing of charities associated with the TCA and local Chapters and details on the various CVP letters. Schneider announced that each Chapter will receive a rebate for new CVP partners recruited. He volunteered to customize the CVP packets based on the needs of each Chapter and offered to attend any face to face meeting with potential partners.

IV. Old Business

A. TCA Website Review: Sam Brewster requested that Chapter Directors continue to send local meeting dates and locations for him to post on the website calendar.

B. New Chapter Development: Dr. Ewart Jones, CEC, AAC announced no further development regarding the Galveston Chapter. Chef DeLaCruz was asked to contact Casey Gates on the status of the Longview Chapter.

C. Honorary Board Members: President Schneider recounted that the Board decided not to extend honorary board positions to allied association representatives. Instead, they will be invited to attend and speak at the TCA Convection.

D. TCA/ACF State Voting Rights: President Schneider reported that obtaining additional votes for TCA chapters was an ongoing conversation that he promised to continue to pursue.

E. Staff Feedback: Sam Brewster thanked the Board of Directors for their continued support and opportunity to serve the membership of the TCA.

F. 2016 Convention Closing Report: Pete Nolasco distributed and reviewed a financial report from the 2016 Convention hosted by the Dallas Chapter. He stated that the Dallas Chapter raised \$6,000 in convention sponsorships and was proud to donate \$2,000 back to the TCA. He recommended the host committee appoint a Chairperson and applauded Michael Scott, CEC, ACC for the tremendous work he did in that role.

V. Nominations & Elections

A. Honorary Members: There were no recommendations for honorary membership.

B. State Officer Elections: President Schneider official opened nominations for the positions of President and 1st Vice President of the Texas Chefs Association. Schneider stated that nominations close 45 days prior to the State Convention or Tuesday, June 20th.

Patrick Mitchell, CEC, AAC nominated Kelly Cook, CEC, AAC of the Fort Worth Chapter for the position of TCA President.

Mark Schneider, CEC, CCE, AAC nominated Larry Delgado of the Rio Grande Valley Chapter for the position of TCA President.

Mark Schneider, CEC, CCE, AAC nominated Rick Neal of the East Texas Chapter for the position of 1st Vice President. Chef Neal accepted the nomination.

Mark Schneider, CEC, CCE, AAC nominated Len Pawelek, CEC of the Heart of Texas Chapter for the position of 1st Vice President.

VI. State Conventions

President Schneider announced the upcoming State Conventions as follows: 2017: Corpus Christi, 2018: Houston, 2019: Rio Grande Valley.

VII. Roundtable/Adjournment

Charles Duit, CEC, AAC, ACE thanked the members of the Board for their participation and service to the Texas Chefs Association.

Adam Heath, CEC spoke to activities taking place in the Houston Chapter and outlined a new local scholarship program for student members.

Michael Stephans, CEC stated that he looked forward to hosting the Convention and thanked those who had provided resources to assist in the planning process.

Heather Kurima stated that the Fort Worth Chapter continues to meet on a monthly basis and will be hosting a "Dogs for Dogs" fundraiser on April 13th.

Jimmy Santiago expressed excitement for the direction of the Chapter and looks forward to being more engaged.

Pete Nolasco referenced the tremendous number of talented chefs in the Dallas Chapter, citing 13 medal winners over the past two years. Nolasco added that Chef Mitchell will compete in the Chef of the World competition in Malaysia. Chef Nolasco announced that he will not seek a second term as Chair of the Dallas Chapter and expressed his desire to travel the state to conduct education to local Chapters.

Patrick Mitchell, CEC, AAC thanked everyone for their work to move the association in the right direction.

Ewart Jones, CEC, AAC congratulated Michael Stephans, CEC on his accomplishment in unifying the Chefs of the Coastal Bend Chapter. He thanked the Board for the opportunity to serve the association and promised to always support the TCA.

Mark Schneider, CEC, CCE, AAC referenced the ACF elections and asked for each Board member to review candidate profiles and submit a recommendation on who the TCA should endorse as a Chapter. Schneider concluded with his desire to leave the TCA in good shape for the next leaders to inherit.

Charles Duit, CEC, AAC, ACE motioned to adjourn the 2017 Winter Board Meeting at 1:10 pm. The motion was seconded by Adam Heath, CEC and moved by the Board.

Prepared by:

Charles Duit, CEC, AAC, ACE
Secretary/Treasurer

Date