

**TEXAS ASSOCIATION FOR SCHOOL NUTRITION
THIRD BOARD OF DIRECTORS MEETING
Zoom Meeting
March 25, 2021**

President Michael Francis called the 3rd Board of Directors Meeting of the Texas Association for School Nutrition (TASN) to order at 10:35 a.m. on March 25, 2021 via zoom.

The thought of the day was given by Michael Francis.

Michael Francis, President, welcomed all to the meeting.

Committee to Approve Minutes

Shelly Copeland was appointed to approve the minutes.

Summary of Electronic Votes

Vote to rescind the original vote Kristy Holt be allowed to stay on the TASN Board as Area 6 Representative to complete her current term and give TASN representation in that Area. Please note, the below vote states the incorrect end date for the term. The below vote states June 2021 and the correct date should have stated June 2022.

Effective February 5, 2021, Adam Whiten is appointed as the Area 6 Representative for the remainder of the term ending June 2022.

Roll Call

Secretary/Treasurer, Ashlee Kane called roll. Vicky Jones was absent. 16 board members were present. A quorum was established.

Standing Rules

The board standing rules were read at the 1st Board Meeting by Karen Andradi, Executive Director. These rules are enforced for all the meetings and will not be read and voted on at the following meetings. This takes place at the first board meeting of every year and then stands for the rest of the year.

Approve Meeting Agenda

Items were added to the agenda and it was adopted.

Treasurer's Report

The financial statement was given by Secretary/Treasurer, Ashlee Kane.

Report of Officers

Executive Committee members were given the opportunity to make oral reports.

REPORT OF EXECUTIVE COMMITTEE

Ashlee Kane, Secretary/Treasurer presented the report from the EC Meeting.

The building lease is up at the end of July. Karen is researching other options for the TASN office that will be in the best interest financially for the association.

In order to downsize for the move headquarter will:

1. Give away emporium merchandize to new members and attendees at conference. This will be a marketing concept to offset cost and provide more room in the office space.

2. Provide pictures that have been stored at conference for members to go through and take free of charge.
3. Send out pins for certifications levels. These will be given out to current certification members, new members, re-certified members and for all 5 levels.

PPP Loan

TASN received \$80,042. Forms will be filed for loan forgiveness.

REPORT OF HEADQUARTERS

Karen Andradi, Executive Director

Lease options discussed under new business for the headquarters move.

Conference registrations are being received.

220 booths currently reserved for conference.

REPORT OF CHAIR OF AREA REPRESENTATIVES

Michelle Skiles, Chair

REPORT OF THE STANDING COMMITTEES:

Education

Lacy Willey, Chair

A motion to move that the phrase "required courses must be related to" be changed to "courses should be related to" on level 2-5 course list in the certification handbook on page 5 effective immediately. The motion was adopted.

A motion to move that a motion on 6/17/2020 regarding the administrative academy attendance requirements be rescinded effective immediately. The motion was adopted.

A motion to move that the phrase "Required courses must be related to" be changed to "courses should be related to" on level 2-5 course list in the certification handbook on page 5 effective immediately. The motion was adopted.

A motion to move that on page 4 and 13 in the certification handbook, which includes the request for approval, the requirement for courses to be a "minimum of 2 hours" be changed to a "minimum of 1 hour" and updating to "times may be combined on one certificate to total 1+ hours" effective immediately. The motion was adopted.

Industry

Mike Likovich, Chair

Membership

John Ceballos, Chair

Public Policy and Legislation

Teresa Lane, Chair

REPORT OF OTHER COMMITTEE/SPECIAL REPORTS

Shelly Copeland, OAC Chair

Four amendments will be presented and voted on at the annual meeting.

TASN Bylaw Amendment # 1

Currently Reads:

Section 5.4 Annual Meeting

There shall be an Annual Meeting of the Membership in conjunction with the Annual Conference. The purpose is to provide reports, amend the Bylaws, and such other business as may properly come before the membership.

5.4.1 Quorum – The quorum shall be 35 of the voting members who have been credentialed as approved voting members by the Credentials Committee. Each voting member shall personally sign in with the Credential Committee.

5.4.2 Notice – Members shall be notified of the Annual Meeting at least thirty days in advance of the meetings.

5.4.3 Postponement – In the event of an emergency, the BOD by a two-thirds vote may postpone the Annual Meeting of the membership. All members shall be notified of the postponement in a manner determined by the BOD to be fair and reasonable under the circumstances.

Suggested: add the word cancelation and cancel

Proposed:

5.4.3 Postponement or cancelation, In the event of an emergency, the BOD by a two-thirds vote may postpone or cancel the Annual Meeting of the membership. All members shall be notified of the postponement or cancelation in a manner determined by the BOD to be fair and reasonable under the circumstances.

TASN Proposed Bylaw Amendment # 2

Currently Reads:

3.2.2 Voting Designations

3.2.2.3 Elected Chair of the Industry Committee

- May make motions
- Speak
- vote at Board meetings and the Annual meeting.
- A non-voting member may serve on designated committees as outlined in the PPM.

3.2.4 Non-Voting Designations

3.2.4.3 Industry Members

Are vendors who provide goods and services to school nutrition programs and who are interested in furthering the purpose of TASN; they shall not be employed in an ineligible field.

Suggested:

Remove: A non-voting member may serve on designated committees as outlined in the PPM. From 3.2.2.3 Elected Chair of the Industry Committee and add the sentence to No voting designation section 3.2.4.3.

Proposed.

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TASN Proposed Bylaw Amendment # 3

Currently reads:

ARTICLE 12- NOMINATIONS, ELECTIONS. VACANCIES, AND REMOVALS

Section 12. 1 Nominating Committee 12.1.1 Composition

12.1.1.1 The Nominating committee shall be composed of five members who are either currently or have previously served on the BOD, served as a member on a special committee or sub-committee; and have given their written approval to have their names placed in the nomination

Suggested: adding verbiage for clarification

Proposed:

Section 12. 1 Nominating Committee 12.1.1 Composition

12.1.1.1 The Nominating committee shall be composed of five elected voting TASN members who are either currently or have previously served on the BOD, served as a member on a special committee or sub-committee; and have given their written approval to have their names placed in the nomination to be elected to the committee by the TASN Board.

(Reference 3.2.1 & 3.2.2 of the bylaws).

TASN Proposed Bylaw Amendment # 4

Currently reads:

Article 9 Committees

9.1.5.3 The incoming president and newly elected committee chair shall jointly recommend their sub-committee chair. Each sub-committee chair recommendation is subject to the approval of the EC in accordance with the PPM.

9.1.5.4 The incoming president, committee chair, and the chair of each sub-committee shall jointly appoint members of the committee and/or sub-committee in accordance with the PPM. Each subcommittee chair recommendation is subject to the approval by the EC in accordance with the PPM.

Suggested verbiage:

9.1.5.3

As the need is determined by the incoming president and newly elected chair, a co-chair may be recommended to serve each committee. Co-chairs are not members of the board. Co-chairs may serve to

assist the chair with committee functions as well as the organization and oversight of any sub-committee that is put into place by the president.

9.1.5.4

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UNFINISHED BUSINESS:

None

NEW BUSINESS/ACTION ITEMS:

Auditors Report

Derek Kirby, CPA with Gindler, Chappell, Morrison & Co., P.C. provided the overview of the audit conducted for the year. The activities of the organization are presented fairly, in all material respects the financial position for TASN ended in accordance with accounting principles generally accepted in the U.S.A. Nothing noted as findings to report to the board. Final will be submitted.

Building Lease

The current TASN lease expires on August 1, 2021. Proposing that TASN sign three year lease with Courtyard Atrium on 5910 courtyard drive.

The financial savings: \$12,000 a year in cleaning fees, \$25,000 in the first year lease, move in can be done in July with no fees, and \$60,000 in approximate savings over the three year lease. Once a decision is made by the EC, the move will be announced. Office furniture will be sold to anyone interested.

ANNOUNCEMENTS

TASN Annual Conference June 19-22, 2021 San Antonio, TX

SNA Annual Conference July 11-13, 2021 Virtual

There being no further business, the President adjourned the meeting at 11:41 p.m.

Respectfully Submitted,

Ashlee Kane

TASN Secretary/Treasurer 2019 – 2021
