



FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
BOARD OF DIRECTORS MEETING
MINUTES

7th & 8th February, February 2014
Los Angeles, California

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In Attendance

Officers

*Mr. Jonathan Doughty, FCSI
Secretary/Treasurer
(Coverpoint Consultancy)*

*Mr. Jim Petersen, FCSI
Secretary/Treasurer
(C.i.i. Food Service Design)*

Staff

*Mr. Nick Vaccaro
Executive Administrator*

Directors

*Mrs. Clara Pi, FCSI
(PYNEH, HK Hospital Authority)*

*Ms. Toni Clarke, FCSI
Director of Special Projects
(RT Hospitality Solutions)*

*Mr. Martin Rahmann, FCSI
(Agere. Beratung für nachhaltigen Erfolg)*

*Mr. William Taunton, FCSI
Gastrotec S.A.*

Allied Representatives (Non-Voting)

*Mr. Martin Ubl
(MKN Maschinenfabrik Kurt Neubauer
GmbH & Co. KG)*

*Mr. Eric Von Kaenel
(Unified Brands)*

Absent

*Mr. Greg O'Connell
(Moffat)*

Guests

*Mr. Edwin Norman, FCSI
FCSI WW Immediate Past President
(MVP Services Group, Inc.)*

FCSI's Vision

“FCSI is the global leader in foodservice and hospitality consulting”

FCSI's Mission

“To promote professionalism in foodservice and hospitality consulting while returning maximum benefits to all members”

Brand Slogan

“We Share, We Support, We Inspire”

1.0 Call to Order and Opening Remarks:

The meeting was called to order 8:57 a.m. (pacific time) at which time President Jonathan Doughty, FCSI welcomed everyone to Los Angeles and thanked everyone for participating in the meeting. He took a few minutes to present a special welcome to new board members Eric Von Kaenel, Toni Clarke, Bill Taunton and Martin Ubl. Noting that there was quorum for conducting official business Jonathan requested that the meeting begin with everyone providing professional background introduction and an interesting personal fact.

2.0 Approval of 9th December, 2013 Board Meeting Minutes

The minutes of the 9th December conference call were discussed. There were no additions or corrections.

Bill moved to accept the FCSI WW 9th December, 2013 board meeting minutes, seconded by Jim and approved unanimously.

3.0 Review and Approval of Finances

3.1 Review of 2014 Year-End Finances

Jim reviewed the 2013 year-end finances as contained in the board materials. Specifically he covered the 31st December, 2013 balance sheet and budget to actual spreadsheets to inform the board as to how the Society finished the fiscal year. Examining the draft cash flow statements Jim noted that the WW finances ended the year as planned. Although the profit and loss showed a deficit, the Society ended the year with a very healthy balance in the checking, savings and German bank accounts.

Toni moved to accept the FCSI WW financials through 31th December, 2013 as presented in the board materials, seconded by Bill and approved unanimously.

3.1 Cash Flow Projections for 2014

Jim went through the cash flow projections month by month noting highlights and answering questions. Nick added a few points and explanations so everyone would understand the differences between 2013 and 2014. Everyone seemed comfortable with the annual projections in each account.

4.0 Communications/Publications

4.1 Foodservice Consultant 2013 Financial Review & Updated 2014 Budget

Jonathan reviewed with the board the financial position of the magazine and the other communication pieces of the *Foodservice Consultant* program. The revenues continue to grow in both the print pieces and the online productions. He read through the emails from Dan Davey with PCP which outlined the 2013 profit and expenses and where the preplanning stands to date for 2014.

2013 (all in USD)

Original Budgeted Costs = \$470,000

Original Budgeted Revenues = \$650,000

Original Budgeted Profit (pre profit-share payment) = \$180,000

Re-forecast Costs = \$530,000

Re-forecast Revenues = \$680,550

Re-forecast Profit = \$150,550

Actual Costs = \$526,873

Actual Revenues = \$677,118

Actual Profit (pre profit share payment) = \$150,245

4.2 Foodservice Consultant 2014 Forecast

Regarding 2014, a flurry of ad activity during January and early February has seen the year start really well in regard to confirmed ad revenues. The PCP team has done brilliantly and the Q1 issue is stunning editorially, so both the ad and creative teams are firing on all cylinders.

2014

2014 revenue booking to date is \$572,382 against an annual forecast of \$729,000, so the magazine has already booked 79% of budget. However, it should be noted that the last 20% is the hardest to confirm. Q1 revenue is currently \$165,627, with a forecast for this quarter of \$175,000, and there are still two months of digital to sell. If we are to get to the \$729,000 mark and beyond, we need all FCSI management, board etc. encouraging advertisers, and we'd also like to see more consultants themselves advertising given the wider audience reach. Overall, this is a great start to the year.

Jonathan will request that PCP put together a Toolkit which will contain the following:

- Advertisers list
- 2014 Media Kit (Allied and Professional)
- Assistant's Tool for Professional member to feature and advertise
- Briefing note for Divisional representatives
- Stats and data on times for contributions and up to date bookings

4.3 Foodservice Consultant Smartphone/Tablet Application

Jonathan read through the *Foodservice Consultant* App proposal as submitted in the board meeting materials. He described the project as a true game-changing segment of the overall publication program and the next evolutionary step for FCSI in market-leading communications.

The *Foodservice Consultant* (magazine) app will be the mobile (phone and tablet) complement to the print magazine. The purpose of the app is to provide a contemporary and smart means for FCSI to communicate with its members, enabling them to interact more easily with each other, as well as being an essential tool in the learning, education and development of younger members. In addition to providing all of the content that is in the print magazine (thereby enabling members to engage and enjoy the magazine whilst travelling and 'offline'), the app will have additional functionality that makes the magazine experience interactive (e.g. picture galleries and video etc.), as well as having additional elements possible due to the channel being used, such as 'find a member' services. As with the print magazine the app will be in three regional versions, where members can download one or all regional versions, should they so wish, enabling those members with 'cross-region' services/interests', to engage with content from all versions currently produced (which isn't currently possible with the print magazine, where regional members only receive the edition relevant to their region).

The core objectives of the app are as follows:

LEARNING AND EDUCATION: To be specifically designed to address the development needs of students and members and a sustainable platform for a uniquely improved engagement with FCSI. A binding 'glue' that also works to enhance inter-divisional relationships for FCSI.

A COMMUNICATION TOOL TO ATTRACT MORE YOUNG PEOPLE TO FCSI IN THE FUTURE: To serve as a current and attractive way of arousing the interest of younger people to join FCSI and communicating with them in a contemporary and modern way that they can engage with. This will clearly demonstrate that FCSI is an evolving and contemporary organization – not just moving with the times but staying ahead of the curve and fully aware of its members (and future members) communications habits and needs.

ADDED MEMBER VALUE: Provide FCSI members with *Foodservice Consultant* magazine in a digital format harnessing the power and strengths of mobile (tablet and phone) – thereby adding value to the membership offering.

POSITION FCSI AT THE FOREFRONT OF FOODSERVICE COMMUNICATIONS: As with the way the print magazine has propelled FCSI to the forefront of the foodservice industry communications (*Foodservice Consultant* magazine is a recognized 'leading sector magazine'), the app will help ensure FCSI retain this leadership and continue to innovate in the industry/market.

INCREASED REACH/AWARENESS (AND INCOME): Enable non-members to easily subscribe to single copies of *Foodservice Consultant*, thereby expanding reach/awareness as well as opening up a new revenue stream, in regard to copy subscription income (not currently possible on a 'per copy' basis).

EXTRA FUNCTIONALITY AND VALUE: Add additional functionality/services that utilize the strengths of the technology channel. Specifically, 'Find a member', where users of the app can locate FCSI members (consultants, allied and students) near them, or search using various criteria. This functionality will have both an online capacity (using device GPRS and Google maps) and also importantly an 'off-line' capacity, where member profiles and details are held 'within' the app, so the function can be used anytime, anywhere and any place. The app will also house compelling video content.

ADDITIONAL REVENUE STREAMS: Open up a new advertising revenue stream, where app advertising is charged separately (or as an enhanced package) to traditional print advertisers. Plus, members can purchase enhanced profits as an additional revenue stream.

Toni moved that the three Divisional representatives will present to their respective boards for consent to support the development of the app in 2014 by way of a one-off charge of USD \$10 per member due in January 2015, with the app being delivered free to members upon completion in 2014. Seconded by Martin R. and approved unanimously.

Bill moved to approve the development of the app and the finalization of the project budget to be approved as soon as prepared. Seconded by Martin R. and approved unanimously.

The vote for the above approved motion will take place via conference call or email as soon as practically possible.

Jonathan presented the program to the FCSI Educational Foundation Board of Directors on the morning of 8th February. During the presentation he requested funding support from EF for the app development, with the understanding that a percentage of future app profits would be shared with the Foundation.

On the afternoon of 8th February the EF Board joined the FCSI Board for formal discussions on the app development. The EF officially notified the FCSI WW Board that they will support the app project in the amount of USD \$60-70K. PCP will be engaged to determine payment structure and deliverables. Jonathan will communicate with Dan Davey at PCP to layout the plan for the coming year.

The EF has requested that Jonathan submit an official letter of request for funding which will list the amount requested and specifically highlight the educational components of the app project.

5.0 Council of Fellows

Mr. Al da Costa submitted an email to Jonathan in which he said the CoF expects to begin preliminary discussions in January or February to sort out individual parts of the existing rules to see what is salvageable and serviceable for presentation to the Fellows for consideration. Rather than present an entire document at one time, the approach will be to take one rule at a time, craft what they believe to be appropriate and present each to the Fellows.

The CoF Chairman's Committee believes that this tact will avoid creating a document which is subsequently voted down, and require the committee to do a complete re-write. If the committee reaches an impasse on a specific item, the focus on that part, rather than a tremendous amount of input on the whole, as members attempt to mitigate the entire

structure for whatever purpose they deem relevant. The Committee expects to have a list of working paragraphs (each to be voted upon separately) to be disbursed individually in subsequent months.

Jonathan reviewed the email correspondence as stated above and board members were grateful for the information and wished the CoF well in their endeavors.

6.0 Trademark Renewal

The board discussed the option of the “*The Consultant*” trademark renewal. The attorneys have advised that the Society must show current use of the trademark (two examples) in order for the organization to continue registration. The board discussed whether to continue use of the name and trademark and in which format it would be produced.

Toni moved that the “The Consultant” trademark be allowed to lapse and not be renewed. Seconded by Jim and the motion was approved, with two members voting against the motion.

Nick will communicate with Barnes & Thornburg the decision of the board.

7.0 Educational Foundation

Kornelius Kirsch, Educational Foundation Chair, was invited to present an update on EF activities to the WW Board. He said that the EF has had a very positive meeting in Los Angeles and is positioned to have a fantastic year. There are new board members who have joined the EF Board and Kornelius was pleased to report that all members are now in agreement on the priorities of the organization. He shared a PowerPoint presentation with the WW Board which highlighted the objectives of the EF for the coming years.

A revised copy of the Operational Process Manual will be sent to all Divisional Representatives after the Los Angeles board meeting is complete. Kornelius then brought forward highlights of EF activities. He mentioned that these EF activities are subject to the EF Bylaws and FCSI WW and EF Affiliation Agreement.

Currently the EF Board consists of a President, Secretary Treasurer, Representative - EAME, Representative – TAD, Representative – APD, Representative – Corporate and the Past President EF.

2012-2013 Achievements

- Development of the EF Mission and Vision
- Revision of the EF Bylaws
- Revision of the WW/EF Affiliation Agreement
- Development of the FCSI Educational Foundation Operational Process Manual
- Commencement of Marketing Initiatives

EF MISSION

“To provide funding of educational programming that promotes life-long learning, professionalism and ethical behavior for the foodservice consulting profession.”

VISION

“To enhance and sustain the FCSI global brand as the leading organization dedicated to professional and ethical foodservice consulting by promoting and supporting life-long education.”

What Does the EF Support?

- Internships.
- Scholarships.
- Conference Grants.
- Financial Assistance for Book Development.
- Financial Assistance for Educational Curriculum Development.

- Financial Assistance for Keynote Speakers at FCSI Events.
- Support for Consultant education.
- Named Scholarships sponsored and dedicated by FCSI Members or Companies.
- Other requests on a similar nature subject to consideration.

Fundraising Examples

- A fixed amount of conference fees dedicated to the EF (per conference participant).
- Annual Member Dues include a contribution to the EF.
- Auctions and raffles at FCSI events.
- Corporate or Individual Members donate an Award – which is named after the company or member .
- Awards may be annual or perpetual.

EF Requirement regarding the FCSI Divisions and our request to the WW BoD:

- To create awareness of the EF within the WW Board and in the Divisionst the EF will support you.
- To determin a divisional Board Member as a mentor for the EF - as a liaison to the EF Divisional Representative.
- To keep a close and open communication with the EF BoD.

A commenced later in the meeting on how best to create a business model to support the EF based on the *Foodservice Consultant* magazine program. This item will to be voted on at a later date by the WW Board, as to how to perform this measure. This will then determine how best the WW Board can support the EF based on financial surplus from the *Foodservice Consultant* program.

8.0 Review of Board Terms

The board discussed the current terms of board members and how it has evolved with the change in WW governance. Members were reminded that the president’s position is officially a one-year term; however the expectation is that each president will serve a two-year term, to be reelected after the first year. This would be pending the board’s approval of the performance of the president’s first year term.

9.0 World Chefs & Feed the Planet

Jonathan reported to the board that he had a conference call with Lars Charas to discuss the World Chefs & Feed the Planet project. The decision was made to not engage in the program and the matter is considered closed.

10.0 Global FCSI Partnerships

The goal for the project will be to develop two documents, one being the proposal to the big-five companies and the second being “how to” deliver the project to the potential supporters. The overall aim will be for FCSI to create a project to develop the next generation of foodservice consultants. The Society can then become the first non-profit organization in the foodservice industry which recognizes the value of the young talent available and how to best escort them into foodservice consultancy. The program would help to show the way the equipment manufacturing works, what consultants do on a daily basis, the difference between design and MAS, the best roads to continue your education and how best to become an educated and respected foodservice consultant.

Ed and Clara will work to draft the two documents and bring them back for board review. The plan is that the first global partner will be in place by January 2015.

Toni moved to set up a task force to develop the discussion paper for board consideration and EF discussion. Seconded by Martin R. and approved unanimously.

11.0 Task Force Review

The board discussed the need for task forces and committees. The Global Partnership Task Force will be staffed by Ed and Clara. AEC will work with Toni regarding what is needed to support the task force.

Martin R. volunteered to investigate merchandizing of the FCSI brand and what is useful to the FCSI members (i.e. card holders, shirts, folders, lapel pins).

12.0 Unfinished Business

There was no unfinished business brought before the board.

13.0 New Business

13.1 2015 Budget – Five Year Business Plan

Jim said that he would draft the 2015 budget with Nick to include budgets for marketing, professional relations with allied associations, membership benefits and support services. Jonathan said that as the board has reduced in size it is important to recognize that there may be a need to engage with professionals to carry the brand forward.

Jonathan requested that the board begin working on a five-year business plan. There should be a specific section of the September board meeting which is focused on creating a detailed five-year business plan to begin January 2015.

13.2 Future Board Meetings

The next meeting of the WW board will be on 11th and 12th September, 2014 in London. Nick is working with the host hotel and Jonathan’s administrative assistant on the details.

The first 2015 board meeting will once again be a joint event with the Educational Foundation. The proposed venue will be Amsterdam in March. The recommendation was

made to schedule a time in the meeting when the full WW and EF boards would come together for two hours to discuss joint projects.

As suggestion was made the second 2015 board meeting be held in Sydney. Toni volunteered to host the event and said it would show strong support of the Asia Pacific Division if the WW Board decided to meet in Australia.

14.0 Adjournment

Jim moved to adjourn the meeting. Seconded by Bill and the meeting was adjourned at 1:35 p.m. (pacific time).

Meeting minutes recorded by N. Vaccaro on 02.10.14.

<i>FCSI WW Board Meeting Action Register</i> Los Angeles, California – 02.07-08.2014			
Action	Responsible	Due Date	Date Completed
Draft board minutes and send to board.	Nick	02.15.14	
Draft action list and sent to board.	Nick	02.15.14	
Request that PCP put together a Toolkit for board members and staff to use when promoting the <i>Foodservice Consultant</i> program.	Jonathan	02.28.14	
Present to their respective Divisional boards for consent to support the development of the app in 2014 by way of a one-off charge of USD \$10 per member due in January 2015	Toni Bill Martin R.	03.31.14	
Communicate with Dan Davey at PCP on the layout the plan for the app for the coming year.	Jonathan	03.31.14	
Submit an official letter of request for funding to the EF which will list the amount requested and specifically highlight the educational components of the app project.	Jonathan	02.15.14	
Communicate with Barnes & Thornburg the decision of the board regarding <i>The Consultant</i> trademark.	Nick	02.28.14	
Work to draft the Global FCSI Partnership documents (2) and bring them to the board for review. The plan is that the first global partner will be in place by January 2015.	Ed Clara	09.01.14	
Investigate merchandizing of the FCSI brand and what is useful to the FCSI members (i.e. card holders, shirts, folders, lapel pins).	Martin R.	03.31.14	
Draft the 2015 budget.	Jim Nick	05.31.14	

Action Register drafted by N. Vaccaro on 02.10.14.