



**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL**  
**BOARD OF DIRECTORS MEETING**  
**MINUTES**

**11<sup>th</sup> & 12<sup>th</sup> September, 2014**  
**London, United Kingdom**

**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL**

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**11<sup>th</sup> & 12<sup>th</sup> September, 2014  
London, United Kingdom**

**In Attendance**

Officers

*Mr. Jonathan Doughty, FCSI  
President  
(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  
Director of Special Projects  
(PYNEH, HK Hospital Authority)*

*Ms. Toni Clarke, FCSI  
(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)*

Guests

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

**Absent**

*Mr. Greg O'Connell  
(Moffat)*

## **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 9:02 a.m. (local time) at which time President Jonathan Doughty, FCSI welcomed everyone and thanked everyone for participating in the meeting. Noting that there was quorum for conducting official business Jonathan requested that the meeting begin with the first agenda item.

### **2.0 Approval of 17<sup>th</sup> June, 2014 Board Meeting Minutes**

The minutes of the 17<sup>th</sup> June, 2014 call were discussed. There were no additions or corrections.

*Toni moved to accept the FCSI WW 17<sup>th</sup> June, 2014 board meeting minutes as submitted, seconded by Clara and approved unanimously.*

### **3.0 Review and Approval of Finances**

#### **3.1 Review of 31<sup>st</sup> August, 2014 Financial Reports**

Nick reviewed the 2014 August finances as contained in the board materials. Specifically he covered the 31<sup>st</sup> August, 2014 balance sheet and budget-to-actual spreadsheets to inform the board as to how the Society finished through the first eight months of the year. Examining the draft cash flow statements Nick noted that the WW finances are continuing to follow the budget as planned. The loan from the Educational Foundation as well as the profit share from the *Foodservice Consultant* platform of products continue to provide a healthy cash flow.

The slower than expected Q2 reconciliation from PCP was discussed by the board. Jonathan said that he had a very detailed conversation with PCP representatives regarding how profit share will proceed. The decision was made that USD \$30,000 would be wired from PCP to FCSI WW each quarter as a base profit share. Then after the final reconciliation the balance of the profit share, whatever that may be, will be wired to FCSI.

*Toni moved to accept the FCSI WW financials through 31<sup>th</sup> August, 2014 as presented in the board materials, seconded by Bill and approved unanimously.*

### **3.2 Cash Flow Projections for Year-End 2014**

Jim went through the cash flow projections for the balance of 2014. There are only a few months left in the year and no surprises are expected. There is a good chance that the magazine Q4 final reconciliation will not be completed until early 2015.

### **3.3 Draft Budget 2015**

Nick reviewed the draft 2015 budget with the board line by line. Attendees provided feedback and changes were made based on board comments and recommendations. Nick said he will load the new budget into QuickBooks in preparation for next year.

*Martin moved that the transfer to reserves continue through 2015 in the amount of \$10,000 each month, with the goal of reaching a total of \$240,000. The motion was seconded by Clara and approved unanimously.*

*Toni moved to approved the 2015 budget as amended at the board meeting, seconded by Martin R. and approved unanimously.*

## **4.0 Communications/Publications**

### **4.1 Foodservice Consultant 2014 Review & Planning for 2015**

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. The challenge for 2014 has been how the currency conversion has negatively affected the overall profits. The decision was made to consult with a financial professional on the best way to proceed so the negative impact can be softened. Jim was charged with finding a consultant and presenting the magazine platform model in order to review better possibilities which would save FCSI WW money in the exchange rate procedure. In addition the consultant should comment on banks/financial organizations which could be used which could address the Society's global needs. Options considered were creating a USD based account in London in which revenues could be deposited. Then expenses could be drawn by PCP directly from this account.

Jonathan said that he has requested the following three items from PCP:

1. Regular reconciliation deposits.
2. Annual Rate Card which is signed off by the FCSI WW Board.
3. Greater visibility on cost against sales.

### **4.2 Foodservice Consultant 2015 Contract Extension**

The Board reviewed the contract extension with PCP. After conversation the board agreed to resign an agreement with PCP to continue the strong relationship.

*Bill moved that the FCSI Board sign the PCP contract extension which will carry the agreement through September 2015 (Q4 of 2015). Seconded by Jim and approved unanimously.*

### **4.3 Foodservice Consultant Smartphone/Tablet Application**

Jonathan said that the App is currently available for download in the Apple Store for iPad. The App will also be offered for smart phones beginning in the next two weeks. The App will continue to be promoted heavily promoted on the FCSI website, *FCSI Friday* weekly message, and *Foodservice Consultant* website/magazine. Jonathan led everyone on the board through a tour of the App on his iPad, previewing the features of the App and the overall benefit of the “Top 10 Projects and Products” section. One of the most popular characteristics of the App is the “Find a Consultant” item which allows users to immediately review a list of FCSI members near them no matter where they are in the world.

Ed mentioned adding the FCSI Academy articles to the App. Then as PCP produces additional training/experience articles those can be added to the App as well so that the information can be shared with all members in a searchable format.

### **4.3 Foodservice Consultant – Brand of the Future**

The Board led a planning session on what the future brand of FCSI should look like over the next 10 years. A number of items were mentioned, including the following:

- Educational resource
- Speaker center
- Conferences and events
- Publications
- Website
- Knowledge base
- Trade show participation

## **5.0 Global FCSI Partnerships**

Ed reviewed the history of the Global Partnership project and then read over the TAD Allied corporate support spreadsheet which is broken down by brand. There is a true need for transparency on both the side of the Divisions/Local Units and the Worldwide Board. An in-depth conversation ensued regarding exactly how this project would work in reality and the timeline for implementation. The Board will continue conversations and develop a plan for completion.

Jonathan said that for the record he will take personal responsibility for any tax issues which arise from the implementation of the Global Partnership program (i.e. IRS, HMRC). Jonathan and Ed will draft a working document to share with the Board by the end of September. The document will be reviewed by the Board during October, with updates made in November and the finished document approved by the end of 2014. The program will be ready for launch by January 1, 2015. The program will include selection criteria for Allied partnership based on both global and Divisional benchmarks.

*Bill moved to proceed with the planning of the Global Partnership program based on the discussions on 11<sup>th</sup> September, to be the foundation for a paper to be written, and the three divisional chairs to work within their Divisions to determine the five key components of importance for Allied members. Seconded by Clara and approved unanimously.*

## 6.0 Global Conferences – G/L Events

Jonathan provided an update on the G/L Events program centered on the contract signed in June 2014. The Sirha event is scheduled in South America during 2015 with other conferences to follow. A budget for each event should be reviewed prior to each event to support FCSI Worldwide's participation.

Clara moved to approve the following funding for event participation: Sirha Istanbul – EUR €6,000 and Sirha Lyon – EUR €25,000, with matched funding from each Division, with future events based on case-by-case basis, and with budgetary considerations. Seconded by Bill and approved unanimously.

## 7.0 Council of Fellows

Jonathan reviewed the email from Gerhard Franzen from 8<sup>th</sup> August as contained in the board meeting materials. The two specific action items listed by Gerhard for the upcoming year are:

1. To define the process of election of the CoF – By Q3 2015
2. To overview, review and re-text the rules to become a fellow – By Q4 2015

Jonathan said that he and Jim will draft a follow up letter to Gerhard after the board meeting to check on the timetable.

## 8.0 Educational Foundation

As an official member and representative of the Educational Foundation Board Ed provided an update on EF activities. He reviewed the individual Divisional silos of funds which are organized in the EF designed to pay out for scholarships, etc. through grants and other approved programs. Jonathan asked Ed to communicate with John Cornyn for visibility of the Divisional financial silos and how the Divisions are supposed to put monies in and officially request for educational project funds.

The Board approved travel expenses for Jonathan to attend the 1<sup>st</sup> – 2<sup>nd</sup> November TAD meeting in Chicago, USA to speak with John Cornyn and other EF board members regarding joint Worldwide and EF activities. Jonathan asked Ed if he would be able to participate as a member of the EF Board, based on the EF paying for his travel expenses. Jonathan said that he would reach out to John Cornyn to check his availability and confirm an agenda and an exact meeting time for that weekend.

## 9.0 Unfinished Business

There was no unfinished business brought before the board.

## 10.0 New Business

### 10.1 Management Contract Consideration

Bill moved to sign a revised four-year management contract with AEC Management Resources, Inc. with the same Scope of Services to begin on 1<sup>st</sup> October, 2014 in the annual amount of USD \$147,000.00 (USD \$12,250.00 to be invoiced on the first of each

month) with a guaranteed minimum of a 3% increase to be considered (with the option of greater than 3%) on the 1<sup>st</sup> January of each year (beginning on 1<sup>st</sup> January, 2015) by the WW Board. Seconded by Martin R. and approved unanimously.

## **10.2 Future Board Meeting Dates/Locations**

Jonathan reviewed the dates for upcoming board meetings.

### **2015**

#### **25<sup>th</sup> March, 2015 in Madrid, Spain**

This will be the day before the EAME Conference in Madrid, Spain. The EAME event will be 26<sup>th</sup>-28<sup>th</sup> at the Melia Castilla Hotel.

### **2015**

#### **26<sup>th</sup> (full day) & 27<sup>th</sup> (half day) October, 2015 in Milan, Italy**

This will be during Host Milano scheduled for the 23<sup>rd</sup> – 27<sup>th</sup> October.

Jonathan moved that Ed Norman's travel expenses be covered by WW for the Milan board meeting, seconded by Clara and approved unanimously.

## **10.3 FCSI EAME Loan**

A discussion took place regarding the financial situation in FCSI EAME. Bill asked if TAD or other Divisions could be of assistance to EAME. Martin R. said that the only assistance required would be a loan from WW to EAME.

Jim moved that with consideration of the current situation, the WW Board will act if necessary to remove the Local Unit agreements with FCSI Worldwide if the Local Units do not show complete financial transparency by 31<sup>st</sup> December, 2014. Seconded by Bill and approved unanimously.

Clara moved to approve an EAME loan for USD \$25,000.00 during 2014. Seconded by Clara and approved unanimously.

Toni moved to approve an EAME loan for USD \$50,000.00 during 2015, with FCSI Worldwide cashflow consideration if necessary. Seconded by Bill and approved unanimously.

Martin R. thanked the board for their support of the EAME Division and said that he would report back on the fiscal transparency of the Local Units.

## **10.4 FCSI Worldwide Conference**

The Board discussed the options for reinstating a FCSI Worldwide Educational Conference. After review the Board decided to continue the discussion offline and consider the option again at a 2015 board meeting.

### **10.5 FCSI Branded Items**

The Board discussed the online sale of FCSI branded items (i.e. phone cases, shirts, luggage tags). The decision was made to ask Wade Koehler at the TAD office to investigate how the purchasing and fulfillment of these items would be handled by Amazon.com. Nick will email Wade and make the request. Jonathan asked that all FCSI product ideas should be emailed to Toni and she will create a spreadsheet to share with the Board.

### **10.5 Presidential Term Extension**

Jim moved to approve a presidential position extension for Jonathan for a period of one year which carries his term through 31<sup>st</sup> December, 2015. Seconded by Clara and approved unanimously.

### **11.0 Adjournment**

Clara moved to adjourn the meeting. Seconded by Martin R. and the meeting was adjourned at 1:00 p.m. (local time).

*Meeting minutes recorded by N. Vaccaro on 14.09.14.*

<i>FCSI WW Board Meeting Action Register</i> <b>London, United Kingdom – 11-12.09.2014</b>			
<b>Action</b>	<b>Responsible</b>	<b>Due Date</b>	<b>Date Completed</b>
Draft board minutes and send to board.	Nick	25.09.14	
Draft action list and sent to board.	Nick	25.09.14	
Input the 2015 approved budget into QuickBooks.	Nick	31.10.14	
Complete the first draft of the Global Partnership Program and send to WW Board for review.	Jonathan and Ed	30.09.14	
Review draft of Global Partnership Program and make recommended adjustments.	WW Board	31.10.14	
Approve final copy of Global Partnership Program.	WW Board	31.12.14	
Promote Global Partnership Program to all members.	WW Board	01.01.15	
Draft and send a letter to Gerhard Franzen to confirm the timetable of completion for the items listed in Gerhard's email contained in the board meeting materials.	Jonathan and Jim	30.09.14	
Email John Cornyn regarding the joint WW-EF meeting to be held in Chicago during the TAD Board meeting weekend.	Jonathan	24.09.14	
Confirm whether he is going to attend the WW-EF meeting in Chicago.	Ed	24.09.14	
Report back to the WW Board on the financial transparency of the EAME Local Units.	Martin R.	31.12.14	
Email Wade Koehler regarding adding a FCSI branded store to Amazon.com.	Nick	19.09.14	
Email Toni all FCSI branded items to be added to the master list of options.	WW Board	31.10.14	
Work with Council of Fellows on video production project which shares their experiences and knowledge for future generations.	Jonathan	12.31.14	

*Action Register drafted by N. Vaccaro on 14.09.2014.*