



**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL**

**BOARD OF DIRECTORS MEETING**

**MINUTES**

**January 28<sup>th</sup> and 29th, 2011  
Hilton Toronto Hotel & Suites  
Toronto, Canada**

**APPROVED 25 June 2011**

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**January 28<sup>th</sup> and 29<sup>th</sup>, 2011  
Hilton Toronto Hotel & Suites  
Toronto , Canada**

**In Attendance**

*Officers*

*Mr. Ian Hopper, FCSI  
President  
(MTD (Qld) Pty.Ltd.)*

*Mr. Gérard Wolbert, FCSI  
Secretary/Treasurer  
(Kloosterhuis Adviseurs)*

*Mr. John Radchenko, FCSI  
Immediate Past President  
(Van Velzen + Radchenko Design)*

*Staff*

*Mr. Scott D. Legge  
Executive Director*

*Mrs. Betty Sinclair  
Director of Administration*

*Ms. Dana Demers  
Director of Sales and Events*

*Ms. Sabine Wagner  
Executive Director  
FCSI – Europe/Africa/Middle East*

*Mr. Wade Koehler  
Executive Director  
FCSI – The Americas*

*Directors*

*Mr. Anthony Galvin, FCSI  
(a & e partnership)*

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

*Mr. Edwin Norman, FCSI  
(MVP Services Group, Inc.)*

*Mr. Christopher Bigelow, FCSI  
(The Bigelow Companies, Inc.)*

*Mr. Jonathan Doughty, FCSI  
(Coverpoint Consultancy)*

*Allied Representatives (Non-Voting)*

*Greg O'Connell  
(Moffat)*

*Mr. Tim Gamble  
(Monika)*

*Ms. Corrinne Ward  
(B.S.I. LLC)*

## **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”***

**Friday January 28<sup>th</sup>, 2011**

### **1. Call to Order and Opening Remarks**

The meeting was called to order 1:41 p.m. local time at which time President Ian Hopper FCSI (IH) noted that a quorum was present. It was noted that the meeting was being recorded on a digital voice recorder for the purpose of assisting with the preparation of minutes after which the recording will be erased. There were no objections.

Ian noted that this represents the first face-to-face meeting he will be chairing. He emphasized that meetings must be conducted with professional decorum and that everyone has a voice and all shall be heard. If you have something to share please bring it to the table.

Ian welcomed Tony Galvin FCSI (AG) and Jonathan Doughty FCSI (JD) who had not previously attended a face-to-face FCSI WW Board meeting. Also Corrinne Ward (CW), Greg O'Connell (GOC) and Tim Gamble (TG), the three allied member guests of the board were also welcomed in addition to administrative personnel: Sabine Wagner (SW), Wade Koehler (WK), Betty Sinclair (BS) and Dana Demers (DD).

### **2. General Discussion about Strategic Planning Process**

Ian asked the board about their feelings having just completed a one and a half day facilitated meeting with consultant Sandi Humphrey during which the development of a strategic plan was the goal.

JD expressed his feeling that the process had been extremely useful. The experience brought the board to a consensus view and we now have common agreement as to how we will move forward.

IH and GOC mentioned that they had an opportunity to speak with Sandi when she first arrived at the hotel. Their initial impressions were that she could be controversial but she is most certainly passionate and knowledgeable about what she does.

Gérard Wolbert FCSI (GW) noted he is happy with the outcome of the session. Upon accepting the position of Secretary/Treasurer he had asked for a job description for the position; however that has not been documented. He is now certain that our documentation will now be developed and maintained so that there is no more confusion.

Ian asked the division Chairs present whether they are now willing to take the message, agreed by the board this week, back to the membership. AG expressed his feeling that there is no question about it – we've got to move this forward for the benefit of all members globally.

JR noted that this is the first time that the board has gathered with one common objective and vision. He had felt some apprehension on the first evening when Sandi conducted a session about the role of the Board versus the role of the Chief Staff Officer (CSO) – however during the day and a half that followed the board has really come together in a very positive way. We have stumbled and lost our way over the past few years. Now we have a solid direction, a solid goal, solid objectives and have agreed on a way forward which is a great achievement.

GOC pointed out that we are still at the start of the game – now we must move toward the goal line with planning, process, realistic goals and timelines. We must move with complete transparency while communicating with the members to show improved values for their membership.

Clara Pi FCSI (CP) noted that the whole process has been long overdue. The process was great and now we need to move ahead in our proper roles/responsibilities and we must explain this new direction to the divisions and chapters. We need to put some dates on key steps and maintain momentum and follow through. The planning and process needs to pass to future boards in order to achieve the desired end results.

The Executive Director was asked for his impressions. Scott (SL) noted that the process had been mind bending, enlightening, exciting and scary all at once. The staff team now has its work cut out for it but we can stop making assumptions about what is expected of us as we now have a clear direction that is agreed by the entire board. This represents a huge paradigm shift and it will take the entire board, and all the key staff members present to make it work. We all need to share, support and inspire.

Ed Norman noted his belief that the work done over the past two days will represent a major challenge to the Americas Division because of a certain perceived 'ownership' of the society by many members in the division. This work represents a paradigm shift that will take people off their feet. The division has been working to rewrite their bylaws and

is nearing completion – however the learning that has gone on here this week would suggest that some of the content built into the proposed new bylaws should be removed and placed elsewhere in the form of policies. We have to demonstrate that we are going to show the members one solid success story that comes out of this meeting in order to gain the confidence of the membership and get past the old feelings that have pitted the division against worldwide.

SL reminded everyone of one of the message Sandi Humphrey had delivered on Wednesday evening – that members of the board have been elected by the membership and they must act and make decisions based on what they believe to be the expectations of the entire global membership – not just those few who choose to shout. The worldwide board is obligated to do what is best for the whole. Each member has one vote and nobody's vote is more powerful or important than anyone else. The board must let the democratic process work as it was intended.

Chris Bigelow (CB) cautioned that we don't currently have any substance to move on – that will come when there is a business plan in place and approved by the WW Board.

WK was asked his opinion. Witnessing the agreement with everything that has been said over the past few days and seeing the unity that was achieved are very positive outcomes. Wade is pleased that we are now going to be able to move forward. The next step will be for the divisional boards to make a similar leap forward with some organizational reform, a strategy for the division and a business plan from the Executive Directors at division level. Wade would very much like to be able to move through this same process with the Americas Division.

AG noted his intention to conduct a similar process for EAME and organize the board to function in the manner espoused by the association management consultant.

SL suggested that the divisions have some great ground work in place as a result of the worldwide survey of member needs and the identification of the important issues for the membership. Now the divisions can take that forward to their boards to decide on their priorities. The division representatives and administrators are also now in a position to explain to the division boards what the role/responsibilities of the board should be, and the roles/responsibilities of the division's Executive Directors (also referred to as CSOs) and their staffs should be so that all are operating on the same model.

JD asked the FCSI EAME Chair whether he now intends to run the EAME Board meetings based on the common platform reached during this meeting – and received a strong affirmative response from AG. He went on to say that the chapters/local units also need to adopt this manner of operating.

GOC feels that this approach is a starting point and now we all need to walk the talk. We need to be viewed as one association delivering on the needs of the membership.

He feels that the allied members will view this development as very positive evidence that FCSI is moving forward.

TG indicated that the allied members have long asked what it means to be an allied member of FCSI and given a much better structure for the Society as a whole it will be much easier to see how the corporate members fit in.

CW noted that the allied members want FCSI to be very valuable to all consultants which will make it very valuable to the corporate member companies. She feels that her colleagues in The Americas will appreciate the position taken by the board and the direction being taken to make promotion of the FCSI brand the top priority for the foreseeable future. She feels that if the allied members see greater value they will invest more funding in supporting FCSI's programs and events.

The board now speaks with one voice, unanimously, that this is the direction the Society is moving and there is no looking back. This is the decision of the entire membership – based on the clear, concise message received from the member needs survey and the board and management team now have a direction to achieve results that have never before been possible.

The WW staff is to place the survey results on the [www.FCSI.org](http://www.FCSI.org) web site along with the Strategic Plan Report that Sandi Humphrey will be producing in the next couple days.

SL noted that the board still needs to make some decisions about what work is expected to be done at the WW level as compared with the work at Divisional and Local Unit levels. Scott also advised the board that they could choose to set aside the previously prepared agenda for the next day and a half in order to shift priorities and tackle the work that has come out of the strategic planning process.

It was clear to all present that the division of responsibilities for the three levels of governance/administration needs to be agreed before the CSO can properly approach the task of developing a business plan and budget for this year.

GW expressed his opinion that the board is sitting here now, and this task needs full board participation so now is the right time to tackle it. The entire board supported the idea of making these important decisions now, in a positive frame of mind, so that all stakeholders can move forward expediently.

### **3. FCSI's 3-tier Structure**

#### Public Relations/Branding

The top priority is public relations and brand awareness in the industry. JD explained what FCSI UK & Ireland have been doing about this subject as a starting point.

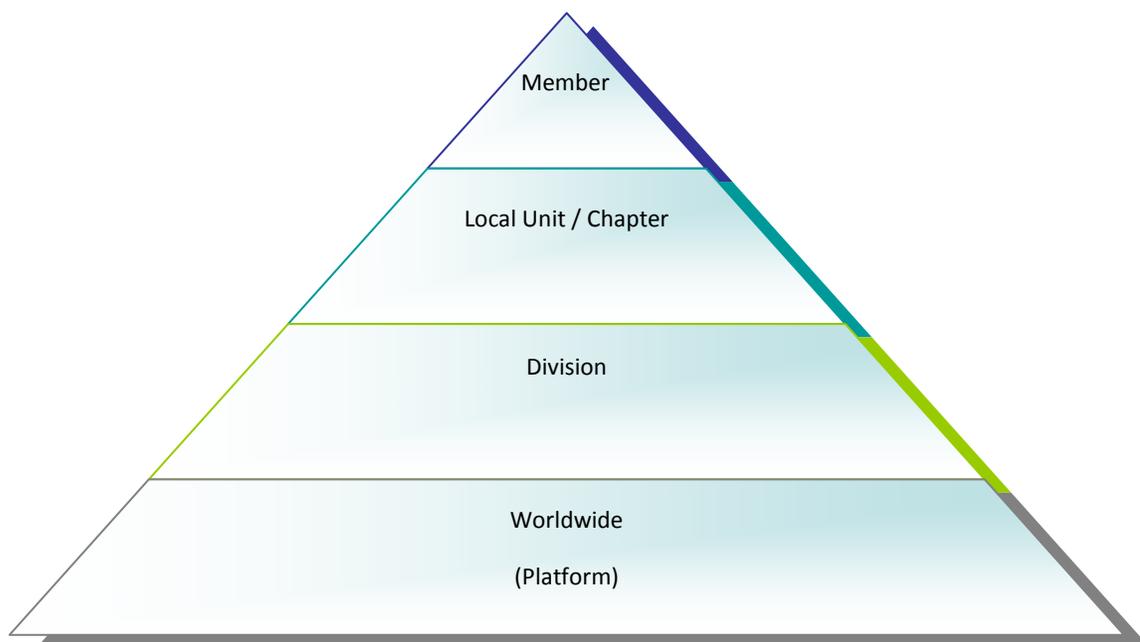
In the UK & Ireland, the chapter hired a PR firm and gave them the brief to increase the awareness of FCSI professionalism in the UK & Ireland market. This hasn't required

much funding for advertising because rather than advertise in industry publications they have positioned FCSI members as thought leaders and industry leaders. Now journalists use FCSI members for expert opinion quotes in articles. They have even managed a short appearance on Sky TV. They identified key publications, journalists and shows and pushed to gain a presence in all venues. This level of activity should be handled at the local level based on the branding platform (foundation / content / substance) which should be provided by FCSI worldwide. In this model worldwide HQ would produce a branding toolkit (brand image, usage and message) and a public relations toolkit (how to write content that is of interest to journalists/publishers) for use at divisional and local levels as deemed appropriate. At the division/unit level the message can be tailored to suit local language/terminology.

The CSO may have the capability in-house to develop the tools or may retain the services of outside consultants/services to produce them. Likewise local units may employ in-house or outsourced help to translate and/or adapt content to suit the local business culture and language needs.

#### Support Structure

If FCSI worldwide forms the platform – with all the tools and resources needed to support the divisions and local units, and the individual member is viewed as being on top, then all the effort at worldwide, division and local units builds upon that platform in support of the members.



The platform would include the provision of the web site, support documentation, resource library and the various toolkits for PR/Branding, Recruitment, Education – all to

be developed at WW for use at division and local unit levels. Finance and governance must form part of the plan, but the structure is the starting point.

#### Franchise Model

The model of a franchise was considered. For instance, the headquarters of a franchise restaurant organization deals with image, brand, recipes, menus, uniforms and a host of other programs that give the individual outlets their identity – but the headquarters operation does not earn any money for the company. It doesn't generate income but it does deliver all the tools needed by the franchised locations to succeed and generate income for the entire organization. The individual locations then pay a royalty back to the central headquarters in return for the model and tools provided.

In that scenario the franchising company holds a regular convention for all their franchisees in order to bring together all those who deliver on the brand promises, get them excited about new developments, and ultimately share, support and inspire them to go back to their units and promote the brand, increase market share and profitability.

#### Financial Model

The financial model under which the Society operates also needs to be built and shared with the divisions and local units with variations possible to suit the fact that EAME has separately incorporated local units whereas APD and TAD provide member services from the division level.

#### Commonality Among Operating Units

Currently there is a requirement to pass an entrance exam in Germany-Austria in order to become a Professional member. There are two types of examinations necessary to become a Professional member in The Americas yet there are no exams necessary to achieve the same membership status in most other parts of the world. Dues levels vary globally, member services vary and in some parts of the world dues covers the cost of participation in events yet in most areas where FCSI operates the price of participation in events is paid by the attendees. It was generally agreed that the more commonality possible across the globe, the better the image of FCSI in the industry. There needs to be a significant push to ensure that members across the globe experience their membership in the same way and that will be a huge undertaking but is vital to the sustainability of the Society.

#### Competencies and Member Qualifications

The original Board of Examiners was made up of members based in the USA. They were asked by the WW Board to prepare an examination that would move FCSI toward certification of Professional members. The intention was that the Exam would be launched for the US membership initially and then that model would be adapted for use in other jurisdictions around the world. Eventually that exam was assessed for applicability in other English speaking countries and it was decided that 80% of the content was universally applicable and 20% was jurisdictionally specific. The roll-out in other languages for other countries never did happen.

The Council for Professional Standards (formerly BoE) was expanded to include international participants and later documented the competency statements on which the original exam was based and those were determined to be universally applicable and approved by the board of directors. The intent has been that the worldwide competency statements should be used to assemble a body of knowledge and related testing process for each geopolitical region in which the society exists.

EAME currently requires that applicants for Professional membership have 10 years of consulting experience, APD requires 3 years and the Americas requires 3 years of 'total project management'. The board is agreed that there is a need for common standards that make room for local customs, educational systems and business practice, however the board does not have all the necessary information to be able to make any decisions on this topic today.

JD noted the previously discussed analogy of the restaurant business. The Franchisor supports the activities throughout the chain structure but do not recruit personnel for the unit level. Therefore worldwide should produce and deliver tools and resources and information whereas membership recruitment, for instance, would occur at the unit level.

#### CPS/CPG Administration

The current process for approval of CEUs as part of the Continuing Professional Growth Program was discussed at length. All board members agreed it is necessary to greatly simplify administration and consolidate the administration of CEUs at WW headquarters. Currently there is significant duplication of effort at the divisional level and we have not necessarily been using like standards in all parts of the FCSI world. Given that there is a CEU point system that was approved by the WW Board it should be an administrative process to record and maintain records for all members. The board is also of the opinion that consulting members are professional and ethical enough to be able to self-report (self-certify) CEUs earned without the need for sign-in sheets (although members should be retaining back-up material). There will be a need to establish a random auditing process wherein the member may be asked to produce the back-up material, but generally speaking members should be able to self-certify as adults and ethical professionals.

SL pointed out to all present that this proposed change in approach represents a significant shift in methodology. The CPS WW is a committee of the WW Board that is charged with making recommendations related to professional standards but that the WW Board ultimately makes the decisions.

The Divisional/Local Unit boards will still need to pursue those members in their area that do not comply with the requirements of the CPG program based on records maintained online by WW. The CPS will also still be asked to assess submissions or answer questions that fall outside the prescribed CEU points menu.

Attestation of Compliance with the FCSI Code of Conduct

Some operating units within FCSI ask members to attest to their ongoing compliance and agreement with the FCSI Code of Conduct, but not all do. This can be set up on the FCSI web site and administered globally. There is also a suggestion that the Allied Code of Conduct utilized in the UK & Ireland should be rolled out globally and also administered from WW HQ. The WW Codes represent the minimum global standard so if any division or local unit wishes to expand upon that standard they may do so (as TAD currently does).

**4. Which Governance/Administration Level Does What?**

A discussion took place as to whether this board should decide on the separation of responsibilities for Local Units/Chapters or if we should focus solely on the separation of responsibilities between WW and the Divisions, and allow the Divisions to sort out any further separation of duties with Local Units/Chapters to suit their needs (given that EAME has separately incorporated Local Units but TAD and APD do not).

A worksheet was developed that identifies the tasks/activities that are currently being approached on WW, Div and Local Unit levels. The board then reviewed all topics and decided which level of the organization should be responsible for that effort.

***(See attached spreadsheet for details)***

Suggested changes to achieve consolidation of effort and improved efficiency:

- Member dues invoicing and collections (for all classifications of membership other than regional memberships) should be handled out of FCSI WW headquarters utilizing the association management system (AMS) and encouraging dues payments via online credit card processing.
- Members should be able to self-certify their compliance with the CPG program
- CEU record keeping should be handled at FCSI WW headquarters utilizing the AMS and consultant members should be able to self-report their CEUs
- A Code of Conduct for Allied Members should be implemented
- Annual Attestation of compliance with Code of Conduct is to be instituted
- Development of Tool Kits for Public Relations, Member Recruitment, Social Media, Chapter Development, Event Planning, Government Relations, etc.

The meeting was recessed at 5:34 p.m.

**Saturday January 29<sup>th</sup>, 2011**

The meeting was reconvened at 8:30 a.m.

**5. Approval of Consent Agenda**

***It was moved to approve the consent agenda as presented which included the Minutes of the 10 June 2010 and 29 October 2010 Board of Directors Meetings, both held via conference call, and the January 31, 2011***

**Membership Report.** *The motion was seconded and approved unanimously without discussion.*

## 6. FCSI Asia Pacific Division Report

Division Chair Clara Pi, FCSI reported on activity within the Asia Pacific Division, including:

- CP had a meeting with the organizers of HOTELEX in Shanghai which resulted in the opportunity to promote FCSI on the show floor this year with a booth space measuring 9 x 30 meters including the booth structure and furnishings. A seminar room will allow the division to conduct seminars right on the show floor as well as poster displays, promotion of the MSc. degree program in the UK plus an area for an “Ask the Experts” consultation feature.
- Day one of the seminar series in Shanghai will be sessions for FCSI members (in English) and the other three days will feature seminars for local show attendees (to be conducted in Mandarin). The show organizers are being very supportive and are actively promoting the FCSI booth on the show web site and in all their promotional material.
- A video loop promoting FCSI and “The 21<sup>st</sup> Century Kitchen” will be run each day of the show, as well as continuously throughout the entire event on an FCSI branded pillar with built-in TV.
- The board is very impressed with Clara’s extensive work to organize this impressive display of what FCSI can offer the industry in China – this represents a great opportunity for promoting the FCSI brand.

## 7. FCSI Europe – Africa – Middle East Division Report

Division Chair Tony Galvin, FCSI reported:

- As of January 1<sup>st</sup> Gerhard Franzen, FCSI has completed 10 years of excellent service on the FCSI EAME Board. The new Treasurer is Michael Flatow, FCSI.
- Tim Gamble has led the effort for participation in Gulfoods in Dubai, 27 Feb to 2 March, with similar features as Clara described will be done in Shanghai but on a smaller scale. Seminars will be conducted to introduce the marketplace to both design and management specialties.
- The division is also close to signing a contract to participate at HOST Milan. The show organizers have requested a link from the FCSI web site to their show site – which can be done quite easily although SL cautioned that we promote FCSI’s involvement in the shows rather than promoting the show itself. A graphic can be placed on the main landing page of the FCSI web site provided that an image image 400 x 300 pixels is provided together with a URL that will link to the show’s web site. There is also capability to provide information about the event within the web site’s calendar feature. Sabine will provide the information to Dana within one week.
- The FCSI EAME conference will be held in Stockholm Sweden, September 15 to 18<sup>th</sup>. The conference web site will be active within 2 weeks. There is a hope that

the WW Board will hold a meeting in Stockholm either immediately before or immediately following the conference.

- Local Unit reports are not all in hand but will be forwarded to headquarters as soon as they are received by Sabine.

## **8. FCSI - The Americas Division Report**

Division Chair Ed Norman, FCSI reported:

- Tom Galvin, FCSI has resigned his position as Chair Elect. Jim Petersen, FCSI has been selected to fill the vacancy for the remainder of the current term and will become the new Chair of the division in about one year's time.
- Harry Schildkraut, FCSI has been elected to fill the vacancy left by Jim as the Central Region Trustee.
- TAD will hold an educational event in Orlando just prior to the start of the NAFEM Show in February – focusing on LEED and Social Networking
- 2011 also features three Super Regional events in San Diego, CA (08 and 09 June), Williamsburg, VA (15 and 16 September) and Chicago, IL (13 and 14 October). The first afternoon will be open to all industry participants and focus on Social Media in Foodservice. The morning of the second day will be for members only and focus on the business of consulting / practice management.
- A complete re-write of the TAD bylaws is nearing completion – they will be presented to the WW BoD and division membership concurrently, shortly following the event in Orlando. The membership will be involved in reviewing the proposed bylaws. All members will receive the document via email. The division Executive Committee plus staff also plan to conduct a couple teleconference opportunities to allow for questions and answers and there will be a bulletin board made available on the web site. Some changes will be made to the document as a result of the facilitated sessions with Sandi Humphrey. Ultimately there will be an electronic vote to achieve member acceptance.

## **9. FCSI Educational Foundation Report**

Foundation board member and FCSI WW Immediate Past President John Radchenko, FCSI provided a report from the FCSI Educational Foundation:

- The focus of the EF is to get back to promoting fund raising efforts of the Foundation as well as the programs that provide funding to worthy educational initiatives.
- FCSI APD / ANZC held its first ever fund raising effort in Melbourne last September and raised \$2,800AUD from that event. The EF Board would appreciate it if due consideration could be given to conducting similar fund raising efforts at FCSI events in all areas of the world where the society operates.
- Still in the process of separating funds for use by the three FCSI divisions which the board hopes will encourage further fund raising globally.
- A draft affiliation agreement between FCSI EF and FCSI WW is in the hands of the Foundation board and once they approve of the content that document will be presented to this board for consideration and hopefully approval.

#### **10. FCSI WW Policy on Travel Reimbursement**

SL asked for a review of the current policy which has been in place for several years – suggesting that the board either reaffirm the policy or make changes to suit current business practice and to ensure that terminology used in the policy is altered to apply globally. A subcommittee to include the Secretary/ Treasurer and Executive Director was established and a report back to the full board as soon as possible.

#### **11. Future of FCSI WW Conferences**

SL placed an extensive list of questions in front of the WW Board in October 2010 in the expectation that the board would come to a number of decisions that would frame the intent and expectations applicable to conference planning. These questions arose out of past efforts to select appropriate sites for WW conferences but extended to other aspects including - Who is the target audience? What is the definition of success? There was also the question raised – should WW even hold global conferences? Some of these questions had been dealt with during a board conference call in December but several questions remain.

Chris Bigelow asked a more wide sweeping question – should WW be involved in raising funds, effectively operating as a profit centre, or should WW provide services to divisions and chapters and operate solely as a cost centre? It was suggested that competition ensues when both WW and a division approach the same corporate members for funding of events to be held on the same continent in a single year.

SL noted that, 10 years ago, FCSI began planning its first WW conference outside of North America – in Barcelona Spain. When that decision was made EAME decided that they would not compete with WW Conferences, thus moving from holding an annual conference to a biennial conference during odd-numbered years and supporting the WW conference during even numbered years. Following the Barcelona Conference the WW board agreed with all three divisions that a similar approach would be taken globally. This was the case until 2009 when the Americas Division chose to defer their conference into the spring of 2010 partly as a result of NAFEM's move to February. Since then there have been some scheduling conflicts.

JD asked whether we are clear what the membership want from conferences, suggesting that the financial success or failure of conferences is secondary to the member's expectations from our society events.

Members in TAD and EAME seem to want a divisional conference every two years. APD holds an event every year but they have not been full blown conferences. SL noted that the board should not be held to the past – but should really be thinking about what should be. The 2 year cycle was originally dictated out of a perceived need to tie the FCSI conference to NAFEM Shows – every 2 years. Now that the Americas Division has moved away from holding a full conference immediately prior to the NAFEM Show that structure should not necessarily be dictating when FCSI holds events any longer.

Suggestions were made that there could be a conference each year, rotating among the three divisions or there could be a WW event once every four years. SL cautioned that the model used recently has resulted in there being a WW conference within each division only once every six years – so the vast majority, who do not travel outside their own continent, lose awareness of the internationalism and global nature of our society.

GW reminded the board of the 'Christmas Tree' model of the society that was developed yesterday – with FCSI WW as the 'platform' on which the society is based. IH returned to an analogy used earlier in the meeting to suggest that a company like McDonalds Restaurants holds an international convention every year to share and build a strong sense of community among franchisees which is exactly what FCSI members need. They talk about their product and their marketing. They reward excellence. They invite new franchisee partners and they instill a common vision.

JD voiced his understanding that the members of the UK and EAME want that sense of belonging to a worldwide organization but they also want content that is relevant to them – and that is where we currently fail when the content is too specific to the region where the conference is held rather than having global appeal. We need to ensure we offer high quality educational content in addition to opportunities to share and time for social interaction as well. There is also a want, by those who travel a significant distance, to experience local culture from the region where the conference is held.

The opportunity for future FCSI WW events is to present the vision of FCSI and explain where FCSI is going over the next three or four years. Venues need to be selected that are suitable for a WW audience and WW needs to help the divisions produce events that are more than regional in content by providing support, program, marketing and promotion. Decisions also need to be made as to whether the audience for a WW conference is internally oriented, for consultants only, or aimed at the larger industry.

GOC expressed his opinion that members attend conferences for educational content, social engagement, networking, new ideas and opportunities to share with colleagues from other portions of the world. CW noted that her company doesn't really market product outside of North America so her company has never participated in FCSI events outside North America. She also indicated that even the multinational corporate member companies typically send local personnel to conferences rather than flying in their people from all over the map to a WW conference location. TG reminded the board that the allied members are primarily interested in attending if the consultants that they wish to communicate with are present. GOC advised that holding more than one major event per year around the globe does not work for consultant member or allied members. CB noted that The Americas Division uses conferences as a money raising effort – not just to create a sense of community.

JR asked the board whether they believe our members want a worldwide conference – and representatives from APD and EAME responded clearly that their members do.

There is a sense that the members in TAD don't care whether it is titled a WW or division conference – they just want good conferences and don't want to travel overseas.

JD noted that younger members in the consulting community can gather a great deal of information from a laptop computer connected to the internet – but they cannot gain the experience and personal interaction unless they attend events. DD brought a view from a younger person's perspective suggesting that younger people want to know they are attending a WW event – that is 'sexy' to them. They want to be a part of an international group and if we have a large enough event, it will be worth everyone's while to attend. AG suggested that we shouldn't get hung up on who is producing the event – as long as it is an FCSI event.

TG believes that we need a global event, on some regular frequency, that is an FCSI 'convention' to which everyone is invited. It needs to be exciting and provide great value to all attendees. The funding model needs to change to ensure each division and worldwide business units are all looked after within a new conference/convention schedule.

NAFEM (Orlando) and HOST (Milan) are the two largest industry trade shows globally and both occur every two years, in the same year (2011, 2013, 2015 etc.) and a large portion of our consultant as well as corporate members attend these shows. Gulfoods (Dubai) is an annual show.

It was agreed that the worldwide event should be something special, far more than a conference, and trying to plan such an event every 2 years takes away the special feeling and enticement for more people to attend. Every part of the society should be motivated to participate with chapters/local units organizing group travel to the convention as well as optional post event tours. The program must be compelling to the point that members perceive it as an event they cannot possibly miss.

SL pointed out that the model being discussed would result in a 12 year gap between WW events within any one division. CW suggested that a four year cycle should result in corporate member companies offering significant sponsorships as it will be a much larger event.

Divisions would be free to plan their own events, however WK asked for clarification about the fourth year of the event cycle and it was unanimously agreed that there would be no divisional conferences held during the year when FCSI holds its Convention. The FCSI Convention would be the only major event that year.

***It was moved that there will be an FCSI worldwide Convention every four years, rotating among the three divisions. The motion was seconded and following discussion was approved unanimously.***

The first such Convention will be targeted for 2014 so as to allow sufficient time for planning and avoid odd-numbered years when HOST and NAFEM shows occur. SL advised the board to hold the 2014 event in either Europe or North America in order to ensure the maximum number of attendees for the first FCSI Convention after which the success of the first event should attract more attendees from greater distances for subsequent conventions.

It was a sense of the board that the 2014 FCSI Convention should be planned within the geography of EAME in either September or October of that year.

SL noted that the questions he posed to the board in October have not yet been resolved. A task force was assembled to consider those questions and provide a framework/model for the planning of future Conventions. The task force is to include Jonathan, Gérard, Tim, Sabine, Wade and Scott.

## **12. Next Meeting of the WW Board**

It had been suggested that the WW Board attend the FCSI EAME conference in Stockholm Sweden in September and hold the next face-to-face meeting of this board at that time. There will be several members of the WW Board who will already be present in Stockholm, therefore this option represents a more financially attractive option than a stand-alone meeting at another time/place. The EAME BoT is meeting immediately prior to the conference. SL will plan for the WW Board to attend the EAME conference and then remain in Stockholm for a board meeting September 18<sup>th</sup>/19<sup>th</sup>.

If the board is present in Stockholm during the formal educational portion of the conference all board members must be present and visible at the educational sessions.

## **13. FCSI Events in 2011 and FCSI WW BoD involvement**

SL presented a list of events during 2011 where the WW board may choose to have a presence.

- NAFEM 2011 Orlando – IH and SL/DD will be present at the show and DFS events
- TAD BoT meeting in Orlando – EN invited IH and SL to attend however flight itineraries have already been set in place which may prevent attendance
- TAD Super Regional events – no WW presence required
- APD HOTELEX Show in Shanghai – IH will be present (SL recommended that he not travel to the APD event this year due to financial constraints)
- EAME Conference in Stockholm – as previously noted the full board will attend

## **14.0 FCSI WW Operating Budget for 2011**

Based on the approach recommended by Sandi Humphrey, and accepted by the Board, the Chief Staff Officer (CSO) will take input from the board's work in strategic planning, the policies agreed earlier this week and direction provided during this meeting to

prepare a business plan and related budget for the year. These documents will be presented to the full board at the earliest possible opportunity.

#### **15.0 Corporate Member Structure – Current Status**

The subject of revising our corporate member structure has been an ongoing agenda item for well over one year but has not yet produced results. SL produced a number of documents to explain the situation in order to highlight for the board the problems with our current model. In order to properly assess future opportunities it was deemed necessary to understand the matter from the perspective of the corporate member companies as well as from the Local Unit/Division and WW perspectives – specifically how are dues revenues being used?

SL made inquiries with all divisions and local units as to how they are currently using the revenues that they collect/retain from corporate member companies within their territories. The Local Units were not forthcoming with details.

#### **16.0 Corporate Member Structure – Future Opportunities**

SL prepared a number of theoretical options in advance of the meeting and did receive feedback from TG offering an additional approach.

The matter was acknowledged to be highly complex due to the variety of company structures, geographical diversity and expectations for participation:

- Some corporate member companies only operate in the area where their manufacturing plant is located whereas others have subgroups operating on separate continents
- Some companies utilize regional agents/distributors whereas others have company sales personnel throughout the world

JD questioned whether a cost of \$10K, \$20K or \$30K USD for one company to have quality opportunities to connect with the highly influential consultant members of FCSI is too high or too low. It all depends on the benefit received for that investment.

It was suggested that the corporate member companies should be provided with a 'menu' of options which would allow them to select to participate in FCSI events and programs anywhere in the world that they choose to select/pay. The more locations in which a corporate member chooses to participate; the cost should be discounted – applying volume purchase discount principles.

IH asked the allied guests of the board for their input:

- Tim voiced his opinion that the allied members are really purchasing a service, more than being a member. They view their membership as providing them with the right to sponsor events, advertise and get involved at different levels of the society. They also want the opportunity to get to know individual consultants and establish personal relationships with them as influential members of the industry.

The monies that a corporate member company invests in FCSI do not have to be viewed solely as membership dues.

- Greg and Corrinne both noted that different companies/brands go to market in a variety of ways and we need a solution that will provide equitable treatment for all. Some companies have multiple brands whereas others have a single brand. Some parent companies market as their own brand whereas others market individual brands and there is no marketing done under the parent company's name.
- Greg and Tim agree that it is a company's decision whether they market as one brand or multiple brands – that is their business decision and FCSI cannot necessarily accommodate all member company/group business models with a single dues structure. Historically FCSI has viewed each brand as requiring a separate membership.
- Tim noted that within EAME memberships for corporate members is based on the number of individual personnel involved/participating.
- Greg advises that we need to be more consistent in the manner we charge delegates for events – for instance, if Company X is a corporate member company with the standard 2 representatives, they may register up to 2 individuals for a conference at the member rate, but any additional personnel should be charged the non-member rate.

Tim suggested that FCSI WW headquarters should invoice and collect all corporate member dues globally and distribute funding internally to the divisions/local units as necessary within a new financial model. Betty noted that it would be very easy to invoice member dues from the WW database which provides the opportunity for members to pay online.

Ideally companies could join a single chapter/local unit, or multiple units, an entire division or the entire world; with two representatives, one price, one payment. Additional personnel could be added to the mix for a fee. This idea is contingent on all FCSI operating units following this one system rather than each unit setting pricing/benefits separately.

SL noted that according to the Affiliation Agreement between FCSI and FCSI EAME, any changes to member dues must be reported to EAME and its local units 6 months in advance of the change taking effect. Therefore a solution needs to be agreed and communicated by June 1, 2011 if it is to take effect for the 2012 membership year.

Corporate member companies could also be offered the option to upgrade their membership by adding additional representatives or additional regions half way through the year.

We need to give people better value for the monies they pay and we need to be much clearer explaining what they should expect for those funds.

A task force was established to develop a model for a new dues structure to be led by Scott with Gérard, Greg, Corrinne and Tim participating. The TF is asked to report back to the WW Board with a recommendation by the end of April so that there is some time for discussion/analysis and an official board decision prior to the end of May.

### **17.0 Proposed WW Bylaw Amendments - revisited**

SL noted that almost one year ago the WW board had placed some proposed bylaw amendments in front of the voting members for approval but that process was ultimately halted due to several requests for an opportunity for discussion. There has been little done since that time to seek further input from the membership. The negative reaction last year is believed to come more from dissatisfaction with the process more than disapproval of the content.

It could be said that the proposed amendments may no longer be current and as such it would not be inappropriate to reassess those changes and evaluate whether additional amendments are now warranted. Sandi Humphrey, while reviewing the bylaws in preparation for the strategic planning effort did indicate she found some issues that the board may wish to alter in the bylaws. The WW staff needs direction from the board as to how they wish to proceed.

SL was asked to obtain a proposal from Sandi Humphrey for a formal review of the governing documents that would result in a report with recommendations for edits prior to going back to the membership for formal acceptance.

EN/CB noted that the Americas Division bylaws will be reviewed once more as a result of the meeting with Sandi Humphrey. AG suggested that we arrange for Sandi Humphrey to review the bylaws of WW and all three divisions. CB requested that Sandi be asked for a price to review the TAD bylaws and make recommendations if the work can be accomplished prior to Thursday February 3<sup>rd</sup> (maximum of \$750US)

### **18.0 Policies**

Sandi Humphrey worked to produce final edits to the policies that were developed earlier this weekend by the board. Those proposed policies were presented for board review and approval.

***It was moved to adopt the policies drafted by the board of directors and presented by the consultant, with monitoring steps to follow. The motion was seconded and following detailed review the board voted unanimously to accept the motion.***

Monitoring requirements are to be developed by GW, JD, CB and SL following this meeting.

A letter will be crafted, for distribution to the global membership that will make reference to the process and outcome of the strategic planning process. That letter will provide a link to the web site where staff will mount the survey results and the strategic plan report.

### **19.0 Branding – Status of Trademarks**

SL distributed a summary report of all trademarks the board had previously instructed staff to register. All have now been registered in the USA with the exception of the branding phrase “serving the foodservice and hospitality profession” which was deemed to be just a descriptive statement by the Trademark and Patent Office. We now have a timeline indicating when further action is needed to maintain those registrations. SL recently posted a report on branding, trademarks and brand image on the web site and has provided the details to all local unit and division administration personnel. SL will reissue the policy statement aimed at allied member use of the logo together with the related artwork following this meeting.

### **20.0 Advertising Sales**

Ian expressed gratitude to Dana Demers for achieving \$93,000US in advertising sales for the January issue of *The Consultant*. We lost 4 of our major advertisers, many of whom held premium positions in the publication, but we also gained 5 new advertisers including some from outside North America. We continue to encourage editorial content from all over FCSI's world and hope that advertising will become similarly diversified geographically.

### **21.0 Web Site and Social Media**

IH expressed his great pleasure at the positive feedback being received concerning the new web site, an effort that was led by Dana. DD was tasked with registering FCSI accounts on Twitter and other social media as deemed appropriate.

### **22.0 Management Company Performance Appraisal**

Clara, Chris and Rosemary Osbourne had developed a process for evaluation of the worldwide management company. Clara asked the board whether this is an acceptable methodology for use once expectations and policies have been documented for use by the CSO and his staff. The format includes an opportunity for the ED to complete a self-assessment in addition to a review by members of the board of directors. There is also a weighting system so that the board can identify priorities to the tasks listed. The board noted its approval of the proposed evaluation system. SL commended Clara who pulled this project together in a very short period of time and produced a very workable approach to the need for evaluation.

### **23.0 Management Expectations**

IH asked the board how they felt about the time spent working with Sandi Humphrey and the follow up board meeting. All present were pleased with the outcome and are looking forward to ‘a brave new world’. Ian noted that the current management contract with Legge Executive Group Inc. will come to the end of its term as of the 31<sup>st</sup> of December this year. The significant shift in operating practice recommended by the association

management consultant, and accepted by the board of directors, will definitely affect the management company's scope of services and therefore the management fees – so there will likely be a need for the board to renegotiate terms with LEG prior to the end of the current operating year.

SL advised the board that he did not feel it appropriate that he be expected to undertake the completely reengineering of the structure of the society unless there is general agreement that a new long term management contract will be put in place.

Clara noted that prior to this week's meetings she had not previously realized how dysfunctional the board has been – and therefore the amount of work that has been accomplished by the current administrative team, without proper direction, is a miracle.

SL cautioned the full board that the operational paradigm shift that is to be effected as a result of these meetings will most definitely affect the management/administration requirements for the three divisions and some local units, but the details of those changes will not be known until the business plan, budget, financial model and membership structure issues are resolved.

Meeting adjourned at 1:25 p.m.

Meeting minutes recorded by S. Legge