

FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL

BOARD OF DIRECTORS MEETING

MINUTES

**June 13th and 14th, 2009
Düsseldorf, Germany**

In Attendance

Officers

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

*Mr. Ian Hopper, FCSI
Secretary/Treasurer
(MTD (Qld) Pty.Ltd.)*

*Mr. Kühnel, FCSI
Immediate Past President
(Luxenburger und Partner)*

Staff

*Mr. Scott D. Legge
Executive Director*

*Mrs. Betty Sinclair
Director of Administration*

*Ms. Sabine Wagner
FCSI EAME Administrator*

Directors

*Ms. Rosemary A. Osbourne, FCSI
(Rosemary Osbourne Consultancy)*

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

*Mr. John E. Cornyn, FCSI
(The Cornyn Fasano Group)*

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

*Mr. Gérard Wolbert, FCSI
(GUEST Consultancy & Training)*

Allied Representatives (Non-Voting)

*Greg O'Connell
(Moffat)*

Regrets

*Mr. Tim Gamble
(Monika)*

*Mr. Robert Geile
(Hobart-Traulsen)*

Saturday June 13, 2009

1. Call to Order and Opening Remarks

The meeting was called to order 9:00 a.m. local time and the President noted that a quorum was present. President Radchenko welcomed the board to Düsseldorf. John welcomed Greg O'Connell as one of our three allied member guests of the board. Rob Geile and Tim Gamble had sent their regrets. The board was reminded that it has a fiduciary responsibility to the global membership in addition to the divisions that each director represents.

2. Consent Agenda

The division reports are included within the consent agenda but there will be an opportunity for each division chair to make a presentation to the full board as "We Share, We Support, We Inspire".

It was moved to accept the consent agenda. The motion was seconded and approved unanimously without discussion.

3. 2008 Annual Audit Report

The Executive Director presented each member of the board with a bound copy of the final auditor's report for 2008 together with the auditor's report to management. Scott drew attention to the recommendations from the auditors, specifically the suggestion that FCSI obtain a corporate credit card so that expenses required to be paid by the Society may be charged directly to FCSI rather than having management personnel utilize personal credit cards for Society business.

It was moved that management be instructed to obtain an FCSI corporate credit card as recommended by the auditors with any/all benefits or points accumulating to the benefit of the Society. The motion was seconded and passed unanimously.

SL will research options for credit cards available to FCSI on a corporate basis, including variations with regard to annual fees and point systems and report back to the Executive Committee for a decision on how best to proceed.

Transfer of Financial Records for FCSI – The Americas

SL and CB reported on efforts by AH to set up book keeping for The Americas Division. There was some confusion concerning what records were provided to AH by FSA Group but steps are being taken to sort out the matter. It seems that the accounting department at AH may not have been aware of the nature of the transition, having been complicated by the formal change from internal division to separately incorporated entity at the same time as the management transition. As such the accounting department at AH seemed to think that they should be receiving a full audit report for the division whereas only WW was audited for fiscal 2008 given that only FCSI WW had legal standing as a corporation. Thus no audit could be provided for a separate division. A conference call was to take place June 8th and initial reaction from Stella Sytnik indicates

that the issues were sorted out. SL and BS remain available to assist in clarifying any further concerns.

It was moved to accept the auditor's report for 2008. The motion was seconded and passed unanimously.

4. 2009 FCSI Financial Report

4.1 Worldwide Dues Collection Status

Director of Administration Betty Sinclair reported on the current situation with regard to the worldwide portion of dues that was invoiced to each operating unit as of May 1st. A preliminary list of members contained in the FCSI member database was circulated to all FCSI administrators in mid April with a request that any corrections, additions or deletions from the member list be noted. On May 1st the lists were updated and invoices were prepared based on the WW dues amounts decided by the WW Board in May 2008 for the 2009 membership year. Several units then advised of changes to their membership lists and revised invoices issued as needed.

To date worldwide dues invoices have been paid by FCSI Germany-Austria, FCSI France, FCSI UK & Ireland, and FCSI Asia Pacific. Funds are still outstanding for all other units (EAME non-aligned, Switzerland, Italy and Netherlands). There is a delay in reconciling the member records for The Americas Division while AH sorts out the member data that they received from FSA Group in December. CB and JC indicated that they expect to have the details sorted out prior to the end of July 2009. SL asked the representatives of the Americas Division to clarify how they wish HQ to handle those members who are in question or have not yet paid their dues to the division for the current year. We cannot continue to provide member benefits to those individuals who have not maintained their dues payments or made alternative arrangements.

If the Americas Division wishes to activate the loan offered by the WW Board in Orlando then they would need to submit a written request to the WW Secretary/Treasurer so that appropriate paperwork may be put in place.

4.2 2009 Sales Report

The sales report prepared by Director of Sales and Public Relations Wade Koehler was discussed. Currently advertising sales for The Consultant magazine is below budget by \$13,600 after three issues. There were some corporate member companies who had contracted for all five issues this year but have since pulled out, thus negatively impacting the budget. JC indicated that the AD has been in contact with several publishers in North America who have complained of far greater drops in advertising activity than FCSI has noted thus far.

Following operational difficulties with the contract mail house in Louisville staff researched options for relocating printing and distribution services closer to current office locations. Two options were investigated in the Toronto area and three in Illinois.

Ultimately arrangements were finalized with a new printer in Bloomington IL, and a mail house close by. The result is that savings will be achieved in the order of \$6,000US per issue, beginning with the third quarter issue 2009. The losses in advertising revenue appear to be covered by reductions in operating costs and staff will continue to monitor closely.

Staff were asked whether we have considered printing outside North America. That has been investigated in the past and while printing costs appear to be lower in other parts of the world, distribution costs then put us back in the same overall cost levels, especially since we currently distribute the majority of our magazines in North America. The idea of printing on three different continents for more local distribution has also been considered but the set-up cost for printing is the largest cost factor and as such three set-ups would make this option impractical at this time.

The board generally agreed that it is important for Wade to visit corporate members in EAME and APD in order to increase the level of participation by allied companies globally. Wade is scheduled to travel to Marrakech in October to meet with allied member companies who will be present at the EAME conference.

It was generally agreed that any Director/Officer can ask that programs or activities be curtailed even if line items were previously approved as part of the budget development process as we all try to maintain a healthy fiscal position for the Society.

4.3 2009 Financial Reports as of May 31, 2009

SL presented this year's financial report as of the end of May. The document has three columns, indicating the year-to-date budget, actual performance January 1 to May 31st, 2009 and the variance between those amounts. These documents represent the first time the WW Board is viewing the balance sheet and income statement without the figures applicable to The Americas Division. More detail is provided in the "Variance Report".

4.4 2009 Variance Report

SL walked the board through the Variance Report noting significant differences between budget and actual performance.

4.5 FCSI WW Investment Strategy

John Cornyn noted his concern that we have had funds in excess of those protected by the Federal Deposit Insurance Corporation in the USA where we do our banking. John Radchenko noted that the WW Board had adopted an investment policy two years ago. SL advised that that policy had been provided to FSA's accounting department for implementation following formal adoption but that directive had not been carried out until more recently. Betty Sinclair had researched options available through FCSI's bank and those options had been presented to the Executive Committee for their thoughts, together with a preliminary Cash Flow Statement to indicate the amount of funds needed

to remain easily accessible for ongoing operations. Approval was granted to invest \$80,000US in an 11 month Certificate of Deposit (CD) at just below 2% and that was put into effect about 2 weeks ago. Further assessment and review will be ongoing as we move forward. The board expressed appreciation that the Society's funds are now being actively managed.

5. Division Status Reports

5.1 Asia Pacific Division

APD Chair, Clara Pi provided a report on activities so far this year in Asia Pacific – noting the 2009 Tree Planting initiative as well as the introduction of FCSI in New Delhi India in conjunction with the AAHAR Spring Show and the seminar held in Hong Kong during the HOFEX Show. There was some confusion with the recent change-over of records and dues invoicing which have now been resolved but lessons learned indicate that any change in member status, particularly as a result of CPG program requirements, need to be based upon decisions by the division board of Trustees.

Efforts are underway to formalize an FCSI chapter in Australia/New Zealand with the intent to finalize the arrangements prior to a planned meeting during the Fine Foods Australia show in Sydney in early September. Previous plans to try to introduce a regional allied member category in this chapter have been dropped.

5.2 Europe/Africa/Middle East Division

Rosemary reported that the FCSI EAME board of trustees met earlier this week and as such no formal written report was prepared for this meeting. Preparations are well under way for the 2009 Marrakech conference in October. There will be a change of hotels for the conference due to difficulties encountered with the Meridian property. SL is working with Sabine and Gerhard Franzen to make arrangements for the WW Board.

An EAME Administrators Meeting was held with all administrators from all EAME local units participated together with Sabine, Betty and Scott – to introduce everyone to the new Association Management System. Rosemary was very pleased with the result.

Rosemary's term as Chair of FCSI EAME will end in Marrakech this year. Elections took place wherein Tony Galvin was selected as the next EAME Chair. GW will continue in his role as EAME representative to the WW Board for another year. RO will continue as WW Director for another two years.

The Board of Trustees for FCSI EAME have made a decision not to offer the Individual Allied member category to any new prospects in favour of promoting the Corporate member category for all future allied companies. This is being done at the request of the corporate members throughout the division.

The division is undertaking a satisfaction survey of all EAME members and hope to report results in Marrakech. The division is planning to participate in the HOST show in Milan in late October and intend to participate in the Gulfood Show in Dubai in 2010.

The Kitchen Design book has been very successful and a second edition is planned to be launched in 2011. The next edition is intended to include more international content and projects. A management book, written in Dutch by an Emeritus member of FCSI, and a German book on Bar design/operations are also being looked at for translation and publication by EAME.

The Masters Degree in International Hospitality Consulting has been launched in the UK and 22 of 25 available placements have already been filled for the start in January 2010.

Gérard reported on progress with Restaurant of the Future. Following on decisions made in Orlando GW pursued formalization of participation in ROF and now has a proposed contract in hand which is being reviewed. GW attended a session at the site where seminars and demonstrations were conducted which was very interesting. Once the contract is signed he will begin the process of seeking documentation produced by the project in order to make that information available to the FCSI members. Members who have ideas for research projects at ROF should submit those suggestions to GW who will liaise with the researchers and submit those ideas.

The EAME Board of Trustees discussed the complexities of our current corporate member dues structure and has formed a task force to look at other models that may be more appropriate with respect to representation, dues levels, distribution of dues revenue between local unit, division and worldwide. That task force will report to the WW Board as well as the EAME board upon completion of its investigation process.

5.3 Americas Division

The Americas new publication is in the midst of an RFP process to seek the expertise of a publisher. Three of the companies were interviewed and a decision is anticipated in early July. Will likely plan to roll out the first issue in early 2010 in print as well as electronic formats. The editorial concept has yet to be determined but will not be a direct replication of worldwide's publication *The Consultant*.

The Division now finds itself involved in legislative issues due to an issue that arose in the State of Florida. There is a law in place whereby only licensed Architects and Interior Designers are permitted to design foodservice facilities in the state. That law had not been enforced until just recently. Several other industry associations (NAFEM, MAFSI and AIA) were involved in the discussions however FCSI the Americas was not aware of the issue until it was too late to achieve a seat at the table. There remains a need to go back to the Florida legislature to have the law amended one more time to include Foodservice Consultants in the list of professionals who are permitted to design commercial kitchens in that state. A Public Affairs Committee is being formed to ensure

that FCSI learns about such matters early in the process and can gain a voice in proceedings.

Brand promotion – the division is actively promoting FCSI by participation in “Ask the Experts” and conducting seminars at NAFEM and NRA as well as an approved Education Provider with AIA. The Division has formed a task force to investigate how we are promoting the brand and what the cost/benefit analysis indicates as far as effectiveness and will share results with the WW Board.

The division has developed a Board Orientation webinar that will provide new board members with guidelines on participation, roles, responsibilities and conduct.

6. 2010 FCSI Conference

- 6.1 Conference Theme is “New Times · New Tools · New Solutions”. The conference is intended to be a very hands-on experience with results that all members should be able to take back to their offices and implement programs that will assist their businesses.
- 6.2 Conference Promotion will primarily be handled by The Americas Division with support from WW staff. Promotion to members in APD and EAME needs to begin soon in order to entice global attendance.
- 6.3 Conference Program is well developed with speakers confirmed and topics defined. A new approach is being pursued whereby the opening party will feature the opening keynote speaker - Robert Grimes. Richard Worzel is returning as the closing keynote speaker. The EF’s Innovation Showcase will also return.
- 6.4 Conference Budget – budgeting \$200K for sponsorship. Due to the economy the price for the various sponsor levels has been reduced compared to Beijing. The budget is based upon 218 paid attendees, with a total anticipated attendance of 250.
- 6.5 WW / Divisional Board Presence – the WW Board will meet in Minneapolis for a two day meeting prior to the start of the conference. Costs specific to WW Board attendance will need to be covered by the 2010 WW budget. The Americas Division will pick up conference registration fees for the WW Board provided that the other divisions will follow the same arrangement.
- 6.6 WW / Division Staff Support – WW Staff are not currently included in the conference budget. SL noted his belief that the WW staff should be present and helping with production of the event (but that there would be no labour cost to the conference/division). CB asked SL/BS to prepare a proposal indicating what assistance WW staff could offer for consideration by the Americas board. JR indicated his expectation that SL and BS should be present and visible at the conference.

- 6.7 JR asked SL to advise how he is participating in the conference planning effort for 2010. SL confirmed that he has been involved in the monthly conference calls since March, has been reviewing all graphic development for brand consistency and practicality, as well as helping to guide AH and the committee as to what elements of conference materials should be printed and which would be better handled in electronic format in line with FCSI's long term commitment to sustainability and environmental sensitivity. SL commented that the Conference Planning Committee is doing a great job in planning the event – under the direction of Conference Chair Steve Carlson FCSI and the Conference Planning Steering Committee led by Joyce Fasano.

7. Future WW Conferences

- 7.1 WW Conference Requirements – SL presented a draft document, as requested by the board in Orlando, intended to describe the requirements that WW has for conferences intended to attract the global membership (whether organized by WW or the host division). The board was asked to review the document and provide comment/suggestions for improvement and clarification so that a final version can be agreed for application on future WW conferences. SL will also send the draft document to the Americas Division Conference Steering Committee for their insight as well. SL will follow up in one month's time.
- 7.2 Future Year Event Planning Outlook – SL presented a calendar, in two formats, that provides a history of worldwide and division conferences since the late 1990's to present and can be used to look forward as dates/locations are selected by the divisions.
- 7.3 2011 FCSI EAME Conference Location – The FCSI EAME board of trustees were polled by RO with a table of results presented. It was determined that Göteborg or Stockholm Sweden would be interesting locations for the next EAME conference following Marrakech. Sabine will begin research on these locations immediately with the help of Peggy Ule.
- 7.4 2012 FCSI WW Conference Location (in EAME) – The FCSI EAME board of trustees were also polled by RO concerning a location for the next WW conference following Minneapolis. It was suggested that Dubai, Abu Dhabi and Istanbul should be investigated. There was concern expressed that members outside EAME may not wish to travel to the Middle East because of the political turmoil in the region – whereas one of the more traditional European venues might attract more attendees. There will also be a significant impact due to price sensitivity.

Ian Hopper, who regularly works in the Middle East strongly advised that Dubai would be a much more attractive option compared to the other two locations mentioned. IH/CB suggested holding the conference in February 2012 in conjunction with Gulfoods as a show will help attract attendees and also would avoid the hottest portion of the year. It was suggested that the membership should be surveyed to determine the level of attractiveness of the potential venues – but only after some preliminary research has

been completed (including questions about past conference attendance which will help to qualify the responses). Sites to include in the survey shall include Dubai, Abu Dhabi, Istanbul, Rome, Paris and Venice. SL will circulate a draft survey to the board prior to issue.

RO indicated her wish that WW take the lead in planning the 2012 conference with the support of EAME. WW Staff will conduct the research and coordinate with Sabine and Rosemary prior to presenting a recommendation to the WW Board.

- 7.5 2014 FCSI WW Conference Location (in AP) – The FCSI Asia Pacific Board of Trustees held a membership survey to investigate the level of interest in several possible sites. The results of that survey will be known in a matter of weeks. Sites included on the survey include Tokyo, Seoul, Singapore, Hong Kong, Melbourne, Shanghai, Kuala Lumpur, Manila, Mumbai and New Delhi (generally in association with a major trade show). Clara suggests choosing a location that is currently underserved and will help to spread awareness about the Society in that region. There was concern expressed that, as learned in Beijing, members from other divisions are very cost conscious because of the long distance travel. Any further surveys of members will include an order of magnitude cost factor for the locations that are short listed.

8. Membership Types Described

- 8.1 SL prepared a document intended to bring together all significant information about the various existing membership categories because there seems to be a lack of clarity. This document spells out the ED's understanding of current member categories without passing judgment in any way... it is not intended to propose any changes or speculate on what categories should be into the future.

The document is offered for review and discussion among WW board members as well as the divisional boards. The most critical portion of this issue relates to the allied membership categories. There is also a question about "Lifetime Members" who do not pay dues at all but some feel there should be a price to maintain professional or Emeritus membership no matter what the member's age. SL will follow up with board members for comment by July 15th as there is a degree of urgency in Europe/Africa/Middle East.

9. Branding and Promotion

9.1 FCSI Web Site Updates

SL noted that the FCSI web site in its current form has been in existence for almost 3 years and content needs to be updated and developed to keep it interesting. All FCSI administrators have access to the content management system to effect changes and updates. The "Find a Consultant" system was changed over to the new database as of May 1st and we are working to further refine that feature and the information available on the members only area. SL asked that all board members notify him of any proposed changes and additional features that could be implemented.

9.2 Elimination of Separate LU Web Sites

When the web site was originally launched in September 2006 there was a directive to all operating units of the Society that had their own separate web sites that they should migrate their content to the new www.fcsi.org site and remove their previous sites from the web. Several units have done so, whereas Italy, Switzerland, France and the UK & Ireland continue to operate their own sites with no apparent effort to migrate. The board remains unified in its position that there needs to be one web site – one look and feel.

All local units that have requested that WW HQ arrange for changes to the menu structure and features on the web site have had those changes implemented with all costs carried by WW. The remaining LUs that have not made the move to the WW site have not made any requests at all – those groups have made no attempt to work with the new site. The only aspect of the web sites that WW wishes to control is the brand image... content remains under the control of the division/local unit.

It was moved that the Board direct all local units/divisions to migrate their web site content to the main www.fcsi.org web site and eliminate their separate web sites by 30 June 2010. Linked web pages may be established to enable features not possible on the main site provided that every attempt is made to maintain the look and feel of the main site. The motion was seconded and after discussion the motion carried with one against and one abstention.

SL was directed to communicate the decision of the board to all divisions/local units involved.

9.3 Trademark Registration Status Report

SL drew attention to the report filed which indicates several of the registrations processed by FCSI legal counsel have been successfully put in place and additional responses from the US Trademark & Patent Office are in process. SL has directed Scott Gilbertson, our graphic designer, to reproduce the various WW/Division/LU logos with the '®' mark added in order to signify the status of those marks. New logos will be distributed to all operating units as soon as they are available.

Legal Counsel inquired whether the Board wishes to have the FCSI marks registered in other countries. SL is able to obtain an estimate of costs involved in further registrations. Staff would require direction as to which country/countries are of interest, and which elements are to be registered. SL recommends that as a minimum the board should consider registering the society name, initials and logo. SL was asked to obtain a quotation for registration in the European Union and China and report back to the board as soon as possible.

9.4 Member Years of Service Pins

The Americas Division introduced a program in late 2008 to recognize long time members for their loyalty to the Society. The program includes providing members with

a pin when they reach a milestone in years of service – in the form of a lapel pin, a certificate plus recognition on the FCSI web site. Pins were produced beginning at 5 years service and extending to 45 years of service in 5-year increments. The WW Board believes that the program is worthy of roll out on a worldwide basis.

It was moved that the 'Member Years of Service' program established by FCSI – The Americas be rolled out on a worldwide basis for consultant members. The motion was seconded and passed with two abstentions.

Staff was directed to pursue the project immediately using a design similar to that established by the Americas Division (substituting the WW version of the globe for the Americas version). Ideally it would be advantageous to be able to make presentations of the pins at public events like FCSI conferences such as Marrakech, Minneapolis, etc. SL will seek details from Stella Sytnik.

FCSI WW will reimburse FCSI – The Americas for the production cost of the pins previously purchased in the amount of \$1090US – no consideration will be given for the cost of distribution.

9.5 2010 Media Kit

GK indicated his understanding that the WW media kit should continue to be produced with opportunities included for all operating units within the Society. There was concern expressed about the potential for disputes related to sales commissions. SL clarified that the intent of the Media Kit is to present as many opportunities as possible to FCSI's global corporate member companies for sponsorship and advertising. Each opportunity would contain details as provided by the division or local unit organizing the event and each would contain the contact details so that companies wishing to support the activity will know who to contact. It should also be clarified that Wade Koehler works as a subcontractor to Legge Executive Group Inc. on a monthly retainer without any commission on sales.

SL asked all directors to have input for the 2010 Media Kit submitted to WW HQ on or before August 1st, 2009 as production is undertaken during August and the kit is distributed to all corporate members globally in late August.

10. Association Management System

- 10.1 BS and SL reported that the implementation of the Association Management System has been proceeding well. The conversion of the web site to introduce a portal into the member database had been completed on May 1st and work continues to improve functionality. The EAME Administrators participated in a meeting with WW staff earlier this week to learn more about the system and gain greater confidence in using the program. BS will be sending the learning aids employed at the EAME Admin meeting to the APD staff in Hong Kong as well as the Americas staff in New Jersey.

The Americas Division is still working to rationalize how they will work with the AMS given that their management company utilizes a different solution and they are not comfortable working with any system other than their own. There is no way to automate updates to the WW or AD systems from the other. It was acknowledged that the volume of manual updates on the duplicate system should be minimal.

The meeting was recessed at 5:30 p.m.

Sunday June 14, 2009

The meeting was reconvened at 9:02 a.m.

11. Council for Professional Standards

- 11.1 The CPS has proposed further changes to the CPG Policy Document which would increase the number of CEUs needed during each 3-year cycle of the Continuing Professional Growth program for consultant members.

The board approved changes to the CPG program in October 2008 such that beginning in January 2010 Senior Associate members will need to accumulate 20 CEUs and Associate members will need to accumulate 10 CEUs during the period from January 2010 to December 2012 (requirements for Professional members remain unchanged).

It is now proposed that the requirement for all three consultant membership categories be raised effective beginning with the 2013 – 2015 CPG cycle. The recommendation is that Professionals be required to earn 45 CEUs, Sr. Associates 30 CEUs and Associate members 15 CEUs.

Initially when the Board of Examiners (now CPS) developed the program they looked at similar professional societies and recommended to the WW Board that the target for Professional members should be 45 CEUs during a three year period. It remains their contention that 45 CEUs is appropriate for a profession that wishes to obtain acknowledgement of their credentials by the greater industry and larger community. It was the WW Board that initially reduced the requirement to 30 for professional members, and once again there is a recommendation and the Board is the group that will need to make the decision.

The CPS is now developing a marketing plan to better promote the CPG program internally among the members. It needs to be made clear that consultant members are able to earn CEUs for activities that involve the furthering of a member's knowledge, skill and ability to conduct their businesses – whether produced by FCSI or not. There is also an identified need to mentor new members about the program.

There is a need for the division representatives, working in conjunction with the WW CPS team, to improve communications to the membership and ensure that all members affected will be well aware of these developments in the program. The division

representatives noted that they have not yet raised this issue with their respective boards of trustees but will do so immediately. A decision is desired during the next WW board meeting to be held in Marrakech in October 2009.

The idea of carrying over CEUs was again raised. SL noted that the position of the CPS remains intact that the program is intended to achieve Continuing Professional Growth. Carrying over of points would diminish the whole intent of encouraging life-long professional learning. It is not about the points, but about continuing to expose ourselves to new technology, new approaches, new opportunities and new ideas.

The web site does contain a list of options to earn CEUs, which include FCSI organized events as well as other activities and events that provide learning that will help consultant members advance their businesses and those of their clients. The CPS is looking at the content of the FCSI web site contained under "Professional Growth" and will be working with SL to update and improve that content. The online articles/quizzes have disappeared from the web site and WW staff is working to re-establish that important feature.

11.2 CEU Status Update

SL reported that a major upload of CEU data was undertaken in late April. There have been some delays in obtaining reports from all CPS regions and as such a secondary upload is planned for early July for those units still working to sort out the details.

12. **Australia Pacific Chapter development**

Greg O'Connell reported that efforts have begun anew to establish regional activity in Australia and the Pacific. Previous financial matters have been resolved and the group is starting with a clean slate with the intent to launch at the Fine Foods Sydney trade show in September. Greg will advise SL of the name of the chapter once it has been decided so that a variation of the FCSI logo can be prepared to suit. Draft documents are being prepared for review and approval by the APD board of trustees as well as the WW BoD. The idea of pursuing regional allied members has been dropped.

13. **Corporate Member Structure**

All three divisions have known issues related to corporate membership, especially related to the multinational companies that have a presence in multiple parts of FCSI's world. There is a want to have corporate member dues revenue at worldwide, division and local unit levels of the Society. When a company holds 'corporate' membership they can name two representatives...

- Should other individuals from that company receive admittance to FCSI events at the member price or non-member price?
- How many personnel from a corporate member conference sponsor should be able to register for an FCSI conference at the reduced 'sponsor' rate?
- For companies that wish to have more than two representatives under the corporate membership how are they listed in the membership directory, what

are their benefits and what should that company pay for dues for that additional person?

- How should corporate member companies arrange for membership in multiple divisions/local units?
- How do we equitably handle the multinational conglomerates that are organized as a single branded entity as well as those who are organized under a number of different brands?
- How do we deal with multi-divisional corporate memberships?

There are corporations that have memberships in several divisions and local units and there are also those who are receiving corporate level benefits while only paying individual allied membership dues rates. In principle only corporate member companies should be able to advertise in FCSI publications and sponsor FCSI events. Individual allied membership is a 'personal' membership and as such only the named individual should receive recognition and benefits, whereas in the case of a corporate membership the company is promoted and received benefits.

There are issues related to member rights and privileges, member benefits as well as financial issues and logistics – and these matters are not currently handled consistently throughout FCSI's three divisions and 10 local units/chapters.

We have typically managed membership, sponsorship and advertising based upon single brands. It was suggested that FCSI WW HQ invoice the multinational companies for corporate membership and divide the funds among the divisions and local units as appropriate. There may be an option to expand upon the approach taken four years ago for worldwide dues – whereby there could be a worldwide portion, plus an amount for as many divisions as the company may wish to participate in, plus an amount for as many local units/chapters as the company may wish to participate in. This approach would require parity of pricing at the respective levels of governance.

FCSI EAME has established a task force to look at this matter and Gerhard will take the comments received today to that group. It was recommended that any proposed solutions to come out of the task force will need to be vetted by a representative group of allied members globally before any final decisions are made. Greg O'Connell was invited to join the Task Force to bring an international allied perspective and GK/RO will bring that task force's recommendation to the WW Board. It is anticipated that the TF will report progress while in Marrakech.

14. Consultant Membership in More Than One Unit

Gerard raised the issue of a professional member who resides in the Netherlands but has opened an office in another part of the world where he also wishes to participate in local FCSI activities and promotion. The question was raised as to whether there was a need to pay dues in the second location and/or which unit should member dues be paid to? This is complicated by the fact that there are some differences in overall dues levels

from one unit to another. Typically we have only ever listed consultant members in one location, that being at the consulting firm's primary address.

It was moved that each consultant membership is based on a single business address. If a member wishes to be identified with more than one location that member will pay full dues to the division/unit applicable to each location. The motion was seconded and following some discussion was tabled pending divisional debate on the earlier noted issue of membership categories and structure and should appear on the agenda for the next meeting of the WW board in Marrakech.

15. FCSI in the Larger World

FCSI involvement in other organizations (World Health Organization for instance). GW proposes that FCSI should be at the table with WHO and various food safety organizations. It was questioned as to whether these other organizations are even aware of FCSI and the expertise that our members bring to the industry. We should look into the possibility to form strategic partnerships with these groups for mutual benefit.

- We would need to consider how the WHO might classify FCSI
- What is the cost to participate?
- Would participation help our members directly or indirectly?
- What material would these organizations make available to us if we participate?
- What level of the organization does it make sense to link with FCSI?
- Do we need to join these organizations or have representatives of the Society surf the internet in order to collect useful information for distribution to our membership.
- Is this kind of link a key to the Society's long term strategic plan?
- Web sites to be investigated include:
 - www.who.int
 - www.europa.eu
 - www.efsa.europa.eu
 - www.fao.org
 - www.worldfoodsafety.org

There is potential for positive marketing and promotion but also for knowledge transfer that could help our members serve their clients.

WW HQ Staff will research several international organizations as noted above and provide a report to the BoD about the vision, scope and opportunities that appear to be available for liaison with FCSI.

16. FCSI online

It was suggested that FCSI should officially participate in online communities. There was a question raised related to trademark registration in the online world. We need to stimulate activity in online communities by FCSI members. SL indicated that the online forum section of the web site had not received much attention but could be re-

established in order to generate more interest and activity in a medium that FCSI can control and monitor. Portions of the online Forum could be made available to the web public and members could provide an "Ask the Experts"-type service to promote the use of FCSI members in projects of all descriptions without geographic boundaries. Board members should develop discussion questions to jump-start activity on the forums.

SL was asked to give Wade an assignment to set up Linked-in discussion groups for FCSI WW and each of the divisions each with a brief introduction to FCSI and links to the FCSI web site. The membership is to be advised of FCSI presence on Linked-in, Plaxo, Face Book, and the FCSI Forum discussion site with announcements in divisional eNewsletters.

SL will work with all members, allied associations and client-based associations to establish links to www.fcsi.org in order to boost activity, traffic and search engine results.

17. Membership Diversification

Ian Hopper suggested offering consultant memberships to consultants who specialize in Laundry design and advisory services. Some FCSI members provide such services as an add-on to the food facility design work that they do on projects. SL directed the board to the governing documents of the Society, specifically the Articles of Incorporation and recommended that any potential new category of members be gauged against the principles of FCSI. SL also strongly advised that new members who apply for associate of senior associate membership must be assumed to be on a track to eventually achieve professional status; if they are never intended to be professional members then they probably shouldn't be placed within a consultant member category at all.

It would appear on initial evaluation, that laundry consultants may qualify for membership as defined in the governing documents. However, the competency statements as defined by the FCSI Council for Professional Standards, may not work in relation to tangential specialties within the hospitality consulting realm. If the competency statements do not work for such other potential members, the CPS may need to readdress the competency statements.

18. FCSI Educational Foundation

The board went into executive session to discuss the current status of the FCSI Educational Foundation book project and the potential implications for FCSI WW.

19. Dues Rates for 2010

SL reminded the Board that the WW portion of dues rates for 2010 need to be determined during this meeting due to a requirement of 6 months notice to EAME applicable to any rate increases.

It was moved that WW dues rates remain unchanged for 2010. The motion was seconded and passed unanimously.

20. Appointment of Auditors for 2009 fiscal year end

SL recommended to the Board that it would be impractical to retain the services of Stivers and Associates of Kentucky for the 2009 annual audit. He suggested seeking proposals from qualified accounting firms in the vicinity of the WW headquarters and obtained approval from the Board to proceed on that basis.

21. Preparation for Future Board Meetings

The board directed staff to ensure that documentation provided in advance of board meetings should include a specific list of those items for which the board will be asked to make decisions.

Staff requested that board members wishing to have topics included on the agenda of a future board meeting be accompanied by a written report that spells out the issue, options and a recommendation – at least three weeks prior to the scheduled board meeting, so that they can properly prepare the documentation for the full board.

22. European Association Congress

Ian Hopper withdrew a motion previously presented to the Board via e-mail aimed at seeking financial support for WW Staff to attend the European Association Congress in London UK, July 2009. LEG will finance the trip and conference as part of staff development.

23. Preparations for Strategic Planning

The board asked the members of staff present to leave the meeting at this time and entered executive session for the remainder of the meeting.

Meeting adjourned at 5:00 p.m.

Meeting minutes recorded by S. Legge