



**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL**

**BOARD OF DIRECTORS MEETING**

**MINUTES**

**March 17<sup>th</sup> and 18<sup>th</sup>, 2010  
Hyatt Regency Minneapolis  
Minneapolis, MN USA**

**Approved During the Board's June 10, 2010 Board  
Conference Call Meeting**

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Hyatt Regency Minneapolis  
Minneapolis, MN USA**

**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*

*Mr. Wade Koehler (PT)  
Director of Sales and PR*

*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  
(Kloosterhuis Adviseurs)*

*Allied Representatives (Non-Voting)*

*Greg O'Connell  
(Moffat)*

*Mr. Tim Gamble  
(Monika)*

*Mr. Robert Geile  
(Hobart-Traulsen)*

*Guest*

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

**FCSI's Mission:**

**To promote professionalism in foodservice and hospitality consulting while returning maximum benefits to all members.**

**Wednesday March 17<sup>th</sup>, 2010**

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

The meeting was called to order 9:05 a.m. local time and the President noted that a quorum was present. President Radchenko welcomed Rob Geile, Greg O'Connell and Tim Gamble, our three allied member guests of the board as well as Ed Norman, FCSI who will be joining the WW Board following this meeting to represent the Americas Division.

**2. Approval of Consent Agenda**

*It was moved to approve the consent agenda as presented which included the Minutes of the October 13-14, 2009 Board of Directors Meeting, the January 22-23, 2010 Executive Committee Meeting and the March 11, 2010 Membership Report. The motion was seconded and approved unanimously without discussion.*

**3. FCSI Asia Pacific Division Report**

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

- The introduction of new board member Rajat Rialch, FCSI who replaces Ahmed Subactogin, FCSI as the trustee for Southeast Asia
- The APD annual conference will be held in Singapore April 20<sup>th</sup> to 23<sup>rd</sup>, 2010 in conjunction with the Food & Hotel Asia Show and will include the launch of a new FCSI Asia Pacific Foodservice Technology Award
- The audited 2009 year ended financial results
- The proposed 2010 AP division operating budget
- A report from the new Australia/New Zealand Chapter
- A concern over membership requirements as outlined in the FCSI WW Bylaws
- A request that membership certificates for consultant members clearly indicate the specialty of the member – “Design Consultant” or “Management Consultant”
- Clara led a one day training event with 120 in attendance on “Nutrition and Foodservice Professionals Taking Action on Climate Change”
- An update on the APD's annual tree planting initiative – this year in April a group of 16 volunteers has been assembled to help plant trees and over 2000 trees have been committed to date.

**4. FCSI Europe – Africa – Middle East Division Report**

Division Immediate Past Chair Rosemary Osbourne reported:

- Antony Galvin, FCSI became the new Chair of FCSI EAME in October 2009 and will replace Rosemary Osbourne, FCSI on the WW Board following this meeting
- Tim Gamble will complete his term as Allied Trustee this year and nominations will be sought to select his replacement
- The EAME board met in January in Istan, (near Marbella) Spain
- The next EAME board meeting is scheduled for 27<sup>th</sup> of May 2010 in Paris
- The 2009 year ended financial results indicate a surplus of 16.835,00 €
- The 2010 EAME division operating budget was approved by the division board in January
- The next EAME division conference will take place in Stockholm, Sweden September 15<sup>th</sup> to 18<sup>th</sup>, 2011. Rosemary Osbourne, Peggie Ulle, Adam Griffin, Cecilia Carlsten and Sabine Wagner will be on the Conference Committee
- The BoT agreed that there is a need to have a strategy and to prepare a budget for marketing in the non-aligned area
- FCSI EAME plan to have a formal presence at both HOST Milan and Gulfoods beginning next year
- There are plans to launch a second edition of 'Professional Kitchens' at the Stockholm conference with a print run of 750 books
- The Bot is in favour of publishing a German book about bar design and operations titled 'Barkunde' as a new FCSI book translated into English
- FCSI UK/Ireland working with Sheffield Hallam University have now launched a Masters Degree in International Hospitality Design and Management Consultancy with \$15,000 in financial assistance from the FCSI Education Foundation
- FCSI UK/Ireland is now working on a Foundation course in Catering management and Design and will be operational in 2011 at the Thomas Valley University
- FCSI Switzerland is also supporting the development of a higher education and examination process in kitchen architecture and hospitality services.

## 5. FCSI - The Americas Division Report

Division Chair John Cornyn, FCSI reported...

## 6. FCSI Educational Foundation Report

The board was asked to provide a new director to the FCSI Educational Foundation to replace John Cornyn, FCSI who had served in that capacity for the past term. John Cornyn will continue to serve on the EF board, but as a representative of the Americas Division.

***It was moved that John Radchenko serve on the FCSI Educational Foundation Board of Directors representing FCSI WW beginning immediately.*** The motion was seconded and passed unanimously.

#### **7. FCSI WW Financial Report**

Secretary/Treasurer Hopper asked the ED to review the year-end audit report as received from Curtis-Villar Professional Services and distributed by staff. Documents presented to the board prior to the meeting included the 2009 Audit Report, the Auditor's Message to the Board, the 2009 year-end balance sheet, the 2009 year-end income statement comparing actual performance to budget and the adjusting entries recommended by the auditor.

There were no areas of concern to the auditor other than to point out the need for as much separation of duties as is possible in a small staff setting such as the WW office. SL and BS will continue to work with the Secretary/Treasurer to ensure all procedures are followed.

***It was moved that the board approve the 2009 audit report.*** The motion was seconded and passed unanimously. The secretary/Treasurer was authorized by the board to sign the official copy of the report.

The board reviewed the 2010 sales report as prepared by Wade Koehler, Director of Sales and Events – noting a significant drop in advertising sales believed to be as a result of the launch of the Americas' Quarterly magazine and the pursuit of 'founding sponsors' for that publication in addition to economic constraints throughout the industry.

The Secretary/Treasurer and ED presented the proposed operating budget for fiscal 2010 as prepared with input from the Executive Committee during their January meeting.

***It was moved to approve the budget as presented by the Secretary/Treasurer.*** The motion was seconded and approved unanimously.

#### **8. Council for Professional Standards**

The CPS 2009 year-end report as presented by then Chair Nicolas Elshof, FFCSI was reviewed by the board. The board was generally in agreement with the list of projects that the CPS WW team is intending to work on in 2010 and beyond. An updated version of the CPS Policy document was presented with the request for board approval.

***It was moved that the CPS Policy document be approved as presented.*** The motion was seconded and approved unanimously.

#### **9. Corporate Member Structure**

GK reported on progress by the Corporate Member Structure task force, indicating that the matter is complicated and involves all levels of the Society. GK has put together a

suggested starting point for discussions as well as a possible model with financial projections for consideration. It was determined that the effort should become a WW project and the TF was asked to add representatives from The Americas Division – suggesting Rob Geile and perhaps Harry Schildkraut or Michael Pantano.

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

#### **Thursday March 18<sup>th</sup>, 2010**

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

#### **10. FCSI 2010 Conference**

The board was briefed about the conference which begins tomorrow evening. All board members were encouraged to attend the sessions and social events.

During the FCSI WW Town Hall meeting on Friday afternoon there will be some certificates of appreciation presented to:

- Outgoing WW Board members Rosemary Osbourne and John Cornyn
- Outgoing CPS WW members Joyce Fasano, Bruce Smith and Gerhard Franzen
- Outgoing Educational Foundation board members Ed Barr and Daniel Bendall

JR will begin the town hall meeting with introduction of the WW Board and brief remarks as President – including an explanation of why the proposed bylaw amendments were put before the membership and encourage questions/discussion. It is anticipated that the issues raised recently by email will also be brought to the meeting by those concerned. A determination has yet to be made as to which issues of concern are to be addressed by the Americas Division versus the WW Board.

As is typical of board operations - the board needs to speak with one voice, and no one member of the board is authorized to speak on behalf of the board during the meeting. If there are any requests for specific decisions, those should be discussed by the full board at the next available opportunity and a board decision made once the board has been able to fully consider the options/repercussions.

#### **11. Strategic Planning**

JR noted that the board has long felt the need for strategic planning but has not been able to get to that subject matter for several years. All members of the board had received a letter from Kathleen Seelye indicating the urgency of a review of the Society's governance model and Bylaws to the membership promoted by the issuance of proposed bylaw amendments earlier this year. There is some question as to the manner in which the current bylaws allow for amendments to be put to the voting membership for consideration/approval but legal counsel advises that proper procedures have been followed from a legal perspective.

The original communiqué from KS/JF/KM/RM went to the WW Board plus all three division boards and responses from individual members of those boards provided replies which were from a personal perspective only, not that of the board(s) they sit on. It was the general feeling of the WW Board that the worldwide issues should have been raised to the WW Board only rather than trying to draw in all three division boards.

The proposed amendments were viewed by the board of directors as housekeeping issues necessary to be implemented so that the primary governing document under which the Society operates is brought into compliance with the manner in which the leadership has been operating since the previous amendments were approved in 2006. It could be said that we are not currently operating within the boundaries of the Bylaws because we now have a second director representing FCSI EAME for which there is no provision in the Bylaws, we have an Asia Pacific Division which is not identified in the current Bylaws, and the Society has been operating with an Executive Committee for well over 20+ years although that subgroup is not currently explained in the Bylaws.

The question was raised about who sits on the WW Board representing the three divisions. JC noted his opinion that it may be inappropriate for the Chair and/or Officers of a division to sit on the WW Board because the workload becomes excessive when one person holds two significant positions in a volunteer capacity. It was noted that neither WW Board nor the WW Bylaws dictate who the divisions send as their Director Representatives – a decision that lies solely with the divisional boards of trustees.

There are also conflicts that arise because there are decisions that may be good for a division that may not be as opportune for the worldwide body. It could be argued that the WW Board must act together in a manner that is in the best interest of the global membership, but when directors also wear divisional hats that is not always possible.

It is clear that there is a need for some big picture thinking by the board to chart a way forward for this global society. SL reminded the board that when Gerhard Kuhnel became President in October 2006 he expressed his wish that the board undertake strategic planning for at least ½ day of the time allotted to each face-to-face board meeting during his term. None of the issues raised in the correspondence from KS/JF/KM/RM are matters that have not previously been identified as requiring board attention and decisions – there have just been other matters that seemed more pressing at the time to be included on the board meeting agendas of the past several years.

GK reminded the board that the people around the table are, in fact, the divisions and the WW Board is merely a coming together of the divisions for a common vision and purpose.

## **12. Review of Proposed Bylaw Amendments**

SL reviewed the proposed amendments, as issued in February 2010 but then subsequently withdrawn as requested by some members, to remind the board what amendments are being considered and the background for each change. These amendments had been previously approved by the board with the exception of a few additional adjustments as a result of decisions by the board at their meeting in Marrakech, October 2009.

It was recognized that the amendments are proposed improvements to the original document but perhaps there are other matters that should be included but have yet to be decided upon. There may also be some confusion as to who the bylaws apply to. The intent was that these bylaws apply to the worldwide body of FCSI while the divisional bylaws, affiliation agreements and local unit bylaws may further define how the various levels of governance in the society operate.

Changes to the manner in which memberships are granted and administered have changed dramatically over the past decade. In the late '90s every member was first a member of worldwide and at that time new members were approved by the WW Board and their dues collected by WW. Now the member application process is handled at the division or local unit level and dues are invoiced and collected at that level. GK suggested that perhaps FCSI WW should be described as having only three members – those being the three divisions, rather than mentioning individual members in the WW Bylaws.

The board recognizes that there needs to be an opportunity for members to discuss the proposed amendments and ask questions prior to proceeding to a member vote. The Forum section of the web site has been re-established so that members may view the proposed bylaw amendments and discuss on line. SL recommended that all board members monitor activity on the Forums and help to answer questions.

There was concern expressed over the fact that the board has been evolving in its make-up but without these proposed amendments the governing documents are not keeping pace with operations. Once the board has determined that the membership is satisfied with the opportunity they are granted to discuss the proposed amendments, anticipated to be between 60 and 90 days), the amendments should be put out for member vote. In the meantime the intent is to review the society's governance model/structure by means of a task force.

## **13. Restaurant of the Future**

Gerard Wolbert reported about progress at the Restaurant of the Future in the Netherlands by showing a video prepared by RoF. Gerard is working to sort out an issue with the fees for 2009 – RoF expect us to pay for a full year on 2009 whereas we only joined as partners in September 2009. The fees are supposed to be €2.500 (to be



split 50/50 with FCSI EAME). The board is anxious that FCSI receive reports and information from studies done there to make them available to the membership. GW was asked if it would be acceptable to mount the video on the FCSI web site for members to view. GW will pursue obtaining data/results from the studies once the initial fees have been paid. We need to market the partnership with RoF to the membership – but we also need information that is usable by members in their consulting practices. Ed Norman suggested that a link be placed on the members' only portion of the web site that would link to the information available from RoF.

#### **14. Equipment Performance Appraisal**

Tim Gamble discussed the variation in performance standards from one geographic region of the world to another. There is an initiative currently in the EU focused on energy performance/efficiency. TG suggested that perhaps FCSI, as one of very few true worldwide bodies, should try to take a leadership role in moving toward common standards globally. The board viewed a presentation prepared by the Catering Equipment Suppliers Association (CESA) in the UK on the subject matter. It is understood that NAFEM is also looking at this issue.

There was further discussion about LEED, Energy Star, and other such programs all aimed at energy performance efforts and their impact on specification writing by consultants. Ian Hopper noted his experience in the Middle East where there are no regulatory bodies, no government dictated requirements and no codes to meet.

TG was asked to return to EFCEM and indicate FCSI's support of the initiative. We will await an indication of what type of support is being requested at this time.

#### **15. Management Company Performance Appraisal**

GK spoke about the need for proper feedback to the management company concerning performance and direction for the coming year. The objectives should come initially from the management contract which could then be expanded upon. GK suggests that a task force be assembled to prepare documentation outlining expectations and performance criteria against which the management team's performance could then be compared. Clara Pi and Chris Bigelow volunteered to participate on the task force. CP and CB will also seek two members at large to join the TF. Clara will Chair the effort.

#### **16. Logo Usage by Allied Members**

Rosemary Osbourne noted that several instances of improper use of the FCSI logo by allied members have been occurring. The membership certificates need to be altered to be much clearer about the membership category a member holds. SL noted that all categories of membership are indeed members of the Society. SL suggested altering the wording to replace 'Member' with "Corporate Member" or "Professional Member" should be indicated on membership certificates for next year and beyond. The "Actively Supporting FCSI" logo, available for use by allied members, should be altered graphically to increase the size of "actively supporting" so as to be more prominent.

Apparently some allied members are using the FCSI logo rather than the “Actively Supporting FCSI” version. Those allied members are to be approached by the local unit or division where they are members and advised that they are incorrectly using the logo and must stop. The first line of defense in brand protection must come at the level where membership is administered. If efforts to do so are not met with cooperation or compliance then the matter is to be elevated to the division and ultimately to the WW Executive Director for communication and action on behalf of the WW board of directors. There was a suggestion that a significantly different version of the logo be developed and adopted for use by allied members. That approach had been investigated by a previous board and the decision was that there should only be one logo of the Society.

Staff was asked to ensure all members are notified once again about the proper use of the logo and other brand identification elements and that this occurs on a repeating basis going forward. SL was asked to prepare a letter to the allied members globally reminding them of the logo usage criteria which must be followed. That letter to be issued to the division offices for distributed to all corporate and individual allied members.

#### **17.0 Branding**

SL reminded the board that all uses of the FCSI logo by divisions, local units, chapters and members are to be approved by the WW Executive Director acting as “Brand Manager”.

SL also asked the board to clarify whether there is one brand to be promoted and protected, that being “FCSI” or if there are multiple brands “FCSI – The Americas”, “FCSI UK & Ireland”, etc. The board affirmed that there is one single brand... FCSI.

#### **18.0 Preparation for Leaders in FCSI**

JC noted his concern that there is a lack of leadership training provided within the Society for those who volunteer for or are elected to leadership positions within FCSI. It was suggested that the CPS be asked to prepare a program of leadership training for the future to train prospective board/committee leaders for the work involved in governing the society at all levels.

#### **19.0 Venue for 2012 FCSI WW Conference**

The 2012 FCSI WW Conference is intended to be located within EAME. RO had suggested some locations during previous meetings and preliminary research had been conducted by staff during the summer/fall of 2009. As of today none of the locations had been deemed appropriate. Istanbul and Yaz Island (Dubai) were suggested. Board members were asked to send additional suggestions to SL for possible venues. SL will resume research into possible locations and report back to the board.

**20.0 WW Board Meetings 2011**

The next FCSI WW Board meeting has not yet been scheduled. It was agreed that February in Orlando, in conjunction with the NAFEM Show, would not be an appropriate place/time for a WW Board meeting because the Americas Board intends to meet there, and for those involved on both boards, the time away from their own practices becomes excessive if both boards meet in the same location.

Meeting adjourned at 12:50 p.m.

Meeting minutes recorded by S. Legge