



FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL

BOARD OF DIRECTORS MEETING

MINUTES

**March 29th & 30th, 2013
Crowne Plaza Century Park Shanghai
Shanghai, China**

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In Attendance

Officers

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

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

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

Staff

*Mr. Nick Vaccaro
FCSI Executive Administrator*

*Mr. Greg Jewell
AEC Management Resources*

Directors

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

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

*Mr. Jim Petersen, FCSI
(Cini Little Food Service Design)*

Allied Representatives (Non-Voting)

*Greg O'Connell
(Moffat)*

Guests

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

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

Absent

*Mr. Rod Collins
(Rod Collins & Associates)*

*Alexander Schnaidt
(Ambach Ali Spa)*

FCSI's Vision

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

FCSI's Mission

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

Brand Slogan

“We Share, We Support, We Inspire”

1. Call to Order and Opening Remarks:

The meeting was called to order 9:00 a.m. local time at which time President Ed Norman, FCSI welcomed everyone to Shanghai and noted the presence of a quorum. 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 recordings will be erased. There were no objections.

Ed reviewed with the board the recommendation by legal counsel to follow the FCSI bylaws in place and have the voting board consist of six members. The six voting members for the Shanghai meeting as dictated by the bylaws, shall be President (Ed Norman), Immediate Past President (Ian Hopper, Secretary/Treasurer (G rard Wolbert), EAME Representative (Jonathan Doughty), TAD Representative (Jim Petersen), APD Representative (Clara Pi). A conversation followed regarding the difference between the comments posted on the FCSI website Forum, presidential emails and the presently approved bylaws. After discussion, the consensus of the board was to follow the advice of legal counsel and maintain the before mentioned six voting positions.

Ed also thanked guests John Radchenko and Martin Rahmann and FCSI staff members Greg Jewell and Nick Vaccaro for making the trip to Shanghai for the meeting and Hotelex event.

2. Approval of August 24-25, 2012 Board Meeting Minutes

The minutes of the August 24th and 25th Las Vegas meeting were discussed.

Ian moved to accept the FCSI WW August 24-25, 2012 board meeting minutes, seconded by G rard and approved unanimously.

3. Review and Approval of Finances

3.1 Review of Year End 2012 and Month End February 2013

Nick reviewed with the board the current financial status of the Society. First he provided an overview of the 2012 annual audit performed by Compton, Kottke & Associates, P.S.C., noting the areas in which CK&A made recommendations for journal entries and corrections. Then, referring to the 2013 banking spreadsheets, Nick detailed the following month-end February 2013 reports: Balance Sheet, Budget vs. Actual, Cash Flow, Profit and Loss, Checks Written (year to date), and Deposits Made (year to date).

Jonathan moved to approve the December 31, 2012 financials, with the note that the board will assist with the collection of Accounts Receivables as possible, seconded by Jim and approved unanimously.

Jonathan moved to approve the February 28, 2013 financials, seconded by Ian and approved unanimously.

3.2 2014 Budget

Nick said that he and Gérard will begin working on the 2014 budget to be presented during the Warsaw board meeting. He noted that the board/staff will know more of what to expect during 2014 when the revenues are shared by PCP from the magazine advertising.

3.3 Reserve Funding Recommendation

The board discussed the amount of assets which should be placed in a reserve account for potential currency if the Society should need emergency funding.

Jim moved that FCSI WW establish a policy that 50% of the operating expenses be held in reserve for future operating expenses, seconded by Jonathan and approved unanimously.

Nick will add the above listed policy to the FCSI WW Policy Manual and send out an updated copy of the Manual to all board members. In addition, Jonathan said he would work with the Finance Committee to develop a plan of when the Reserve Fund would be created and how it would be funded. He added that the magazine's proceeds will most definitely impact the creation of this account and how much could be transferred by year end.

3.4 FCSI Educational Foundation Recommendation

The board discussed putting a policy in place for the annual funding of the FCSI Educational Foundation. The board decided not to move forward with an annual grant at this time. John said that the EF Board will produce a funding recommendation and present it to the WW board at a future meeting.

4. Publications

4.1 Foodservice Consultant Advertising Revenue & Editorial Content

Jonathan reviewed with the board the revenue and expense projections for the magazine for the balance of 2013 and the beginning of 2014. Currently the annual income is at USD \$470,000 with the objective of \$553,000. PCP has told Jonathan that USD \$70,000 has been raised thus far as a profit sharing with FCSI WW (income over expenses). The true opportunity for additional sales opportunity will be from 2013 August through 2014 April, and he said the PCP staff is highly motivated to sell additional ad space.

Jonathan made an appeal to the WW board for the submission of articles by board members (and all Professional members) for future issues of the *Foodservice Consultant* magazine. Even if a project is not huge, either in budget or physical scope, the story would be interesting to share with consultant peers. Or, if there were challenges with a project, sharing how the consulting staff overcame the obstacles would be fascinating reading.

4.2 TAD Quarterly

The board reviewed the outstanding amount of USD \$20,000-25,000 due from TAD for the outstanding profit share from the 2012 TAD Quarterly. The decision was made that the invoice will be paid by TAD by 31 December 2013. Nick will contact Wade for the exact amount and send an invoice to TAD. If the funds are needed sooner than 2013 December by WW then Nick will contact Wade at the TAD office and request payment.

5.0 Bylaws

Nick put the attorney edited copy of the bylaws on the overhead screen and the board read through all of the sections noting recommended changes. During the review board members made a few additional edits.

Jonathan moved to accept the attorney's recommended bylaws changes and the alterations made during the Shanghai meeting. The document should now be reviewed by the attorney and then submitted to the membership for approval during the month of April. Seconded by Ian and approved unanimously.

Ed instructed Nick to send the draft (Exhibit A) to the attorney when he returns to the FCSI office and request a final review of the document. Then the bylaws can be placed on the FCSI website for membership evaluation.

6.0 Review of Hotelex Conference and APD Events

Clara shared with the board a presentation of APD events during the Hotelex Conference. She welcomed all members to attend the Foodservice in the 21st Century booth at the

tradeshow and the panel discussion on Monday afternoon. On Monday evening APD has scheduled a cocktail reception at the Crowne Plaza Hotel. Many Allied members will attend as they will be officially recognized as sponsors.

7.0 Council of Fellows

7.1 Executive Session

The board went into Executive Session.

The board exited Executive Session.

7.2 Governing Model and Applicant Nominations

The board discussed the current status of the COF and confirmed that Ed will issue correspondence to the COF chairperson following the board meeting. Everyone was reminded that the board speaks with one voice and that is from the president. There should be no side conversations or agreements being made without the president's knowledge.

The board recommended that the COF bring forward their new committee governance policy and procedures and their new nominated leaders. In addition, the board decided to table all current or future Fellow nominations until the COF submits the requested information. Future nominations submitted to the board will include scoring sheets and other supporting materials so board members will have appropriate backup information in order to make an informed decision on the applicant. Pertinent correspondence received by the WW president from COF representatives will be verbally conveyed or forwarded to the full WW board for informational purposes and consideration for future WW decisions.

Jim moved to table any current or future COF applicant nominations until the WW board has been provided with the scoring methodology and proof of approval by representatives of the COF and a finalized governance model is submitted by the COF for review by the WW Board. Seconded by Jonathan and approved unanimously.

Ed said that he would communicate with Al DaCosta about the board's decisions following the Shanghai meeting.

8.0 Board Positions

8.1 Board Resignation

Gérard announced to the board his official resignation from the board and reported that he needed to focus more time on his business. He thanked the WW board for their support and said he hopes to participate in Society activities again in the future.

Ed thanked Gerard for his time and effort and dedication to the Society and wished him the best in his future endeavors.

8.1 Board Secretary/Treasurer Nomination

Jim moved that Jonathan fill the position of secretary/treasurer for the length of the current unexpired term. Seconded by Clara and approved unanimously.

Effective at the conclusion of the Shanghai board meeting, Martin will take the role of the of the second EAME vote on the WW board.

9.0 Dues Structure

9.1 WW Share of Dues Collected by Divisions/Local Units

The board reviewed the current official dues structure and possible changes beginning in 2014. Ed said that in the future the WW board would like to allow the Divisions to keep 100% of their dues raised, however WW may need some dues support during 2014. He asked that Divisional representatives return and explain to their individual boards the dues structure and that WW will probably need a portion of the revenue during 2014.

The board discussed the rates per member charged for dues shared between the Divisions and WW. The board requested that Nick round all the 2013 dues share rates to the nearest USD \$5.00 amount (Exhibit B). This would be the maximum per member that WW would expect the Divisions to share on an annual basis. The board plans to have a 2014 draft budget by the September Warsaw board meeting and then will be able to let the Divisions know exactly know how much dues share would be expected during 2014.

9.2 Allied Dues Structure – Multiple Divisions or Local Units

The board considered a global membership category which would allow Allied members to join with one fee and receive the benefits of membership in all divisions/local units worldwide. By providing Allied members a global position within the Society then most Allied members could perceive a worldwide global partnership with the Society and all divisions. The companies would get multiple benefits of reaching the worldwide membership, without being solicited on a divisional or local unit basis, and by paying one fee and the Society could benefit from annual advertising, sponsorships, etc. If one or two companies that could benefit from the arrangement would engage in this option then the board felt that other Allied members would fall in line and join using this option also. Jonathan said that he has already spoken in detail with more than two Allied representatives and they confirmed that they would support the proposed membership option.

After discussion the board decided Jonathan will draft a global partnership strategy to be delivered to the WW board for consideration by May 13th. Ed asked Nick to be sure the discussion of “global Allied member” is added to the September board meeting agenda.

10.0 EAME Conference – Warsaw Poland 2013 September

The board discussed the approximate expenses related to the Warsaw board meeting (Exhibit C) which will be held during the EAME Annual Conference in 2013 September. Specifically the conversation was who would attend the board meeting and which Division would be paying travel expenses for each of the Divisional representatives. Jonathan said that the meeting space and food and beverage for the WW board meeting will be paid by EAME. In addition, EAME has offered all board members complimentary conference registration for the full event.

Jonathan moved that the WW Board should conduct a board meeting in 2013 September during the EAME Conference. Seconded by Jim and approved unanimously.

Ed requested that Nick work with Sabine on the logistics of the board meeting and communicate details to board members as necessary.

11.0 Affiliation Agreements

The board reviewed the FCSI – FCSI TAD affiliation agreement and made the necessary updates (Exhibit D). The changes will be made in all affiliation agreements (TAD, APD, EAME and the Educational Foundation) and sent to the WW Board representatives from each Division and the EF to be reviewed. Upon agreement, the documents will be sent to the FCSI attorney for a final review prior to the documents being signed by WW and each division and the EF.

Nick will take the updates made to the TAD agreement and make the updates to the EAME, APD and EF agreements. The goal is to have these documents finalized by May 1, 2013.

12. Unfinished Business

There was no unfinished business brought before the board.

13. New Business

13.1 WW Awards Program

Jim asked about the status of the FCSI Awards Program. The board agreed that Ed will write a story on the awards process/nominations for the *Foodservice Consultant* magazine and send it PCP for 2013 Issue 3.

Ian will write a paper on the awards process and criteria and submit to the board by May 1, 2013 for review. The board agreed that the suggested name of the official award will be "President's Global Service Award."

13.2 Next Meeting

The next meeting of the WW board will be on September 29 during the EAME conference in Warsaw. The board will need to arrive on or before Thursday, September 26 so that they can attend the EAME Conference. Nick will work with Sabine on the logistics for planning the board meeting.

13. Adjournment

Jim moved to adjourn the meeting. Seconded by Gerard and the meeting was adjourned at 5:00 p.m. local time.

Meeting minutes recorded by N. Vaccaro on April 11, 2013.

<i>FCSI WW Board Meeting Action Register</i> Crowne Plaza Shanghai China – 03.29-30.2013			
Action	Responsible	Due Date	Date Completed
Draft board minutes and send to board.	Nick	04.19.13	
Draft action list and sent to board.	Nick	04.19.13	
Begin working on 2014 budget.	Nick & Jonathan	09.27.13	
Update policy manual with new 50% in reserve policy and send out revised manual to full board.	Nick	04.30.13	
Work with Educational Foundation on a recommended annual funding program from WW to contribute each year.	John	06.30.13	
Contribute editorial articles to the Foodservice Consultant magazine.	All board members	12.31.13	
Email 2012 TAD Quarterly profit share invoice to Wade at the America's office.	Nick	04.30.13	04.10.13
Email the Shanghai edited bylaws to the attorney's office for review prior to sending them to the Divisional representatives.	Nick	04.10.13	04.09.13
Communicate with Al DeCosta the decisions made at the Shanghai board meeting which impact the Council of Fellows.	Ed	04.10.13	
Notify Divisional offices of the 2014 dues share once the 2014 FCSI budget is drafted.	Nick	10.01.13	
Draft an Allied global partnership strategy to be delivered to the WW board for consideration by May 13 th	Jonathan	05.13.13	
Confirm Allied global partnership is on the September board meeting agenda.	Nick	09.28.13	
Use TAD affiliation agreement as the model and update the APD and EAME agreement the same and forward to the Divisional representatives so they can share with their respective boards.	Nick	04.20.13	
Share draft affiliation agreements with your respective boards and report back to WW board.	Clara & Jonathan	06.30.13	

Write a story on the awards process/nominations for the <i>Foodservice Consultant</i> magazine and send it PCP for 2013 Issue 3.	Ed	05.31.13	
Ian will write a paper on the awards process and criteria.	Ian	05.01.13	
Work with Sabine on the logistics for planning the September board meeting in Warsaw.	Nick	06.15.13	

Action Register drafted by N. Vaccaro on 04.15.13