



FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
BOARD OF DIRECTORS MEETING
MINUTES

September 29th, 2013
Warsaw Marriott
Warsaw Poland

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Warsaw, Poland**

In Attendance

Officers

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

*Mr. Jonathan Doughty, FCSI
Secretary/Treasurer
(Coverpoint Consultancy)*

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

Staff

*Mr. Nick Vaccaro
FCSI WW Executive Administrator*

*Mr. Wade Koehler
FCSI TAD Executive Director*

Directors

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

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

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

Allied Representatives (Non-Voting)

*Greg O'Connell
(Moffat)*

Guests

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

Absent

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

*Mr. Alexander Schnaidt (Allied
Representative)
(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”

1.0 Call to Order and Opening Remarks:

The meeting was called to order 9:17 a.m. local time at which time President Ed Norman, FCSI welcomed everyone to Poland 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 (Jonathan Doughty), EAME Representative (Martin Rahmann), TAD Representative (Jim Petersen), APD Representative (Clara Pi).

Ed also thanked guests John Radchenko, Greg O'Connell and FCSI staff members Wade Koehler and Nick Vaccaro for making the trip to Poland for the EAME Conference and board meeting.

2.0 Approval of March 29-30, 2013 Board Meeting Minutes

The minutes of the March 29th and 30th Shanghai, China meeting were discussed.

Jim moved to accept the FCSI WW March 29-30, 2013 board meeting minutes, seconded by Jonathan and approved unanimously.

The WW Board members expressed their surprise that Alexander was not present in the meeting. Martin and Jonathan said they would speak with Alexander regarding his lack of active participation on the EAME and the WW Board.

Ed said that Rod Collins wanted to attend the meeting but was obligated to produce a conference and attend a tradeshow which conflicted with the WW Board meeting in Poland.

3.0 Review and Approval of Finances

3.1 Review of 2013 Quarter 1 & Quarter 2 Finances

Jonathan reviewed the 2013 Quarter 1 and Quarter 2 finances.

3.2 Review of Year End 2012 and Month End February 2013

Jonathan and Nick reviewed with the board the current financial status of the Society. Then, referring to the 2013 banking spreadsheets, Jonathan detailed the following month-end August 2013 reports: Balance Sheet, Budget vs. Actual, Cash Flow, Profit and Loss, Checks Written (year to date), and Deposits Made (year to date). He said that the Society needs to continue discussions on how to increase revenues.

Martin moved to approve the August 31, 2013 financials, seconded by Clara and approved unanimously.

4.0 Communications/Publications

4.1 PCP 2013 Financial Review & 2014 Budget Plan

Dan Davey with PCP displayed a PowerPoint presentation which detailed the magazine's (and electronic media's) financial status. The magazine will end 2013 over budget and the plan is still in place to provide a surplus of USD \$100,000 to the Society by the end of the calendar year (see Exhibit A).

Dan continued his appeal to the WW board to encourage members to submit articles for future issues of the *Foodservice Consultant* magazine. There is always a need for editorial in the magazine, website and enewsletter.

4.2 Research Results (online survey, etc.)

Dan Davey presented the Board the research results from the online survey presented to the membership after 2013 Issue 3. There were 190 members (and nonmembers) who completed the survey and the responses were very representative of the global membership in regard to both geographic and membership category (see Exhibit B).

4.3 2014 Strategy (creative & commercial) & Future Magazine Development Ideas

Stuart Charlton with PCP provided the Board future development ideas for the *Foodservice Consultant* magazine. This included both advertising and editorial options for 2014 moving forward.

4.4 Smartphone/Tablet Application

Jonathan reviewed with the board the benefits of PCP creating an application for smart phones and tablets. The request would be that the project be completed by March 2014. The Board considered the option of the development funding being provided by the FCSI Educational Foundation, which is roughly USD \$50,000. In return all revenue generated by application downloads and subscriptions would be provided back to the Educational Foundation in the form of donations. Jonathan has already spoken with Kornelius Kirsh, incoming EF President, about the proposed arrangement. Jonathan said that Kornelius was very excited about the partnership, since the EF is looking for new projects to fund which would benefit students and overall educational activities.

After discussion, the Board decided to proceed with the below actions:

- 1) Consent of this Board to liaise with the FCSI Educational Foundation on the program.
- 2) Ask PCP to confirm costs, deliverables, and deadlines for the application program.

Ian moved to support the following two actions; allow Jonathan to liaise with the FCSI Educational Foundation on funding the smartphone/tablet application and ask PCP to confirm costs, deliverables, and deadlines for the project. Seconded by Clara and approved unanimously.

Ian moved that if the Educational Foundation does not commit to funding the tablet/smartphone application then the FCSI WW Board will consider funding the project. Seconded by Jim and approved unanimously.

Jonathan will speak with Kornelius and request that he talks with Ruby about the possibility of the EF funding the project. In addition, when the project begins production the WW Board should be permitted to review a "beta version" of the application prior to it being made publically available.

5.0 Council of Fellows

Ed provided the board with a background of recent Council of Fellows activities which included their past and current governance model. He reviewed the letter sent to all active Fellows on July 15, 2013 asking them to vote to approve (or disapprove) the proposed revision of the CoF Governance Model. Nominees that have been found to meet the scoring requirements and are to be inducted into the CoF shall be recommended to the WW Board of Directors for a final vote of approval. Only the President of the Society shall review the score sheet and hold its contents in strict confidence prior to calling for a vote of the WW Board.

The sense of the Board is to request the CoF proceed as follows:

- 1) The CoF will have a chair.
- 2) The CoF will have a Membership Committee made up of the chair and two additional CoF members.
- 3) The CoF will administer, vet and score candidates with the result to be provided to only the WW President.
- 4) Each chair and committee member term will be for one year with the no limit on terms, as long as no terms are consecutive.

Ed said that he will draft a document and send to Al Da Costa and Char Norton reflecting the above items.

6.0 Governance Documents & Future Planning

6.1 Review of 06.2013 Bylaws Vote

Nick reported on the number of votes placed and the percentages of approval/disapproval of the June 2013 bylaws vote.

6.2 Impact on Divisional Governing Documents

The Board reviewed the revised governing documents

6.3 2014 Draft Budget & Dues Invoicing

The Board examined the draft 2014 budget produced by Jonathan and Nick and made adjustments as needed. After discussion, the 2014 budget was revised and Nick was instructed to enter the information into QuickBooks.

It was decided to follow the motion approved by the Board for a 50% year-end surplus and to create a reserve fund (savings account) of \$6,000 per month for a total of \$75,000 by year end. Nick said he would get the new savings account opened and request the new signature cards for everyone to sign. In addition, the dues share will be modified to \$0.01 per member and only charged to Divisional offices. In EAME, the Divisional office will be charged with certifying the administration of the dues collection within the Local Units. On screen the Board edited the Excel spreadsheet and asked Nick to input the information into QuickBooks for next year's budget.

Jonathan moved that each of the Divisions will be invoiced on June 1st of each year based on \$0.01 per member. Seconded by Martin and approved unanimously.

The Board decided to proceed with the reserve funding of USD \$6,000 per month into a savings account. The goal would be to have approximately USD \$75,000 in the account at the end of 12 months, roughly 50% of the Society's annual operating expenses. Nick said he would get the new savings account opened and request the new signature cards for everyone to sign.

The board discussed the possibility of revenue sharing of magazine advertising proceeds with each of the Divisions to take place at the end of 2014. It was decided to review this option at the 2014 February board meeting when more information on next year's advertising commitments are finalized by PCP.

7.0 Affiliation Agreements

The Board reviewed the revised and signed Affiliation Agreements. Ed said that he would read each of the documents to ensure consistencies.

8.0 Trademark Renewal of "The Consultant"

Jonathan moved to renew "The Consultant" trademark for the term specified in the legal documents contained in the board materials. Seconded by Martin and approved unanimously.

9.0 World Chefs – Feed The Planet

Chef Lars Charas, with Feed the Planet (World Chefs), and Gérard Wolbert, FCSI member, presented a funding request PowerPoint to the WW Board (see Exhibit C). Following the presentation Gérard asked if FCSI would like to be the global leader in sustainability. If the answer is "yes" then there should be a formal proposal written which will outline the deliverables and financial commitment. The Board responded by asking Lars and Gérard to provide the following in a formal proposal for consideration:

- 1) What is the benefit globally and to FCSI as a Society?
- 2) How targeted is the program going to be moving forward?
- 3) What is the FCSI financial investment?
- 4) How many other organizations will be included in the funding model?

Ed said he would draft a letter to Chef Charas and Mr. Wolbert outlining the proposal requests of the board listed above.

10.0 Unfinished Business

There was no unfinished business brought before the board.

11.0 New Business

11.1 TAD 2014 Conference

Wade said that TAD will offer complimentary conference registration to all APD and EAME members who attend the event. The idea was very well received by Board members and they were excited about the complimentary offer. Ian suggested that the TAD Planning Committee consider education topics which would interest APD and EAME members, so they will feel engaged in conference activities.

11.1 Election of 2014 Officers

The below discussion was held in special session of the WW Board on Saturday, September 28th, 2013. The Special session was called to order at 10:13 am and dismissed at 10:26 am (local time).

The board considered the 2014 options for WW officers.

Jim moved to elect Jonathan as president beginning on January 1, 2014. Seconded by Clara and approved unanimously.

Jonathan moved to elect Jim as secretary/treasurer beginning on January 1, 2014. Seconded by Ian and approved unanimously.

Jonathan moved to elect Clara as director of special projects beginning on January 1, 2014. Seconded by Martin and approved unanimously.

11.2 Next Meeting

The next meeting of the WW board will be on December 9th from 8:00 am – 9:00 am (eastern) to be held electronically. Nick will send out dial in information to all board members and guests.

Jonathan announced that the first 2014 in-person WW Board meeting will be in Los Angeles, CA on February 7-8. Nick will investigate venue options and report to Jonathan so a decision can be made quickly.

The Board decided to wait until either this December, or February 2014, to decide on the date/location of the 2014 fourth quarter board meeting. It is not known yet whether an in-person meeting will be necessary.

Ed officially thanked the Board for their dedication and especially Ian and John for their participation on the WW Board. He acknowledged that this is the last in-person board meeting each of them will attend during their term on the Board.

11.3 Objectives for 2014

Jonathan said that he will have two main objectives for his term as president which officially begins on January 1, 2014. The first will be approving the revised Allied membership program, which will offer a worldwide membership to Allied members with associated benefits, rather than Allied members joining each of the Divisions/Local Units individually. The second goal is to have 2,015 members by the year 2015. He encouraged all Board members to support these efforts and to provide suggestions if they have thoughts on how each of these goals can be achieved.

12. Adjournment

Jim moved to adjourn the meeting. Seconded by Ian and the meeting was adjourned at 4:35 p.m. local time.

Meeting minutes recorded by N. Vaccaro on 02.10.13.

<i>FCSI WW Board Meeting Action Register</i> Warsaw Marriott – 09.30.2013			
Action	Responsible	Due Date	Date Completed
Draft board minutes and send to board.	Nick	10.15.13	10.10.13
Draft action list and sent to board.	Nick	10.15.13	10.10.13
Speak with Kornelius and request that he talks with Ruby about the possibility of the EF funding the smartphone/tablet application project.	Jonathan	10.31.13	
Draft a document and send to Al Da Costa and Char Norton reflecting the four approved CoF recommendations by the WW Board.	Ed	10.31.13	10.15.13
Open a savings account to function as the FCSI "Reserve Account."	Nick	10.31.13	10.15.13
Contribute editorial articles to the Foodservice Consultant magazine.	All board members	12.31.13	
Input the 2014 budget into QuickBooks.	Nick	11.15.13	10.25.13
Report to the EAME Board that the dues share policy has been modified for 2014.	Martin	10.31.13	
Report to the APD Board that the dues share policy has been modified for 2014.	Clara	10.31.13	
Review all Affiliation Agreements to ensure consistencies.	Ed	11.15.13	
Communicate with legal counsel that the WW Board has approved renewing <i>The Consultant</i> trademark.	Nick	10.15.13	10.10.13
Draft a letter to Chef Charas and Mr. Wolbert outlining the proposal requests of the WW Board for the World Chefs project.	Ed	10.31.13	
Distribute call-in information for the December 9 th electronic board meeting.	Nick	11.15.13	10.27.13
Investigate venue options in Los Angeles, CA for the February 7-8, 2014 WW Board meeting and report to Jonathan.	Nick	11.15.13	10.25.13

*Action Register drafted by N. Vaccaro on 02.10.13.
Updated 30.10.13.*