



FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
BOARD OF DIRECTORS MEETING
MINUTES

26th & 27th October, 2015
Milan, Italy

FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL

BOARD OF DIRECTORS MEETING

MINUTES

**26th & 27th October, 2015
Milan, Italy**

In Attendance

Officers

*Mr. Jim Petersen, FCSI
Secretary/Treasurer
(C.i.i. Food Service Design)*

Staff

*Mr. Nick Vaccaro
Executive Administrator*

Allied Representatives (Non-Voting)

*Mr. Martin Ubl
(MKN Maschinenfabrik Kurt Neubauer
GmbH & Co. KG)*

*Mr. Eric Von Kaenel
(Unified Brands)*

Absent

*Mr. Greg O'Connell
(Moffat)*

Directors

*Mrs. Clara Pi, FCSI
Director of Special Projects
(FCG Company Ltd.)*

*Ms. Toni Clarke, FCSI
(RT Hospitality Solutions)*

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

*Mr. William Taunton, FCSI
(Gastrotec S.A.)*

Guests

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

*Mr. Sedar Saglamtunc, FCSI
(DM Consulting Engineering LLC)*

*Representatives from Progressive
Consumer Publishing Company*

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

1.1 Welcome

The meeting was called to order 9:10 a.m. (local time) at which time Secretary/Treasurer James Petersen, FCSI welcomed everyone and thanked everyone for participating in the meeting. Noting that there was quorum for conducting official business Jim requested that the meeting begin with the first agenda item.

1.2 Positions on the Worldwide Board of Directors

Each member was introduced with their Worldwide or Divisional relationship described. There was a conversation concerning future roles on the WW Board. Martin R. introduced Sedar Saglamtunc, FCSI as a guest of the board and under consideration as the new EAME representative on the WW Board.

Toni moved that Jim will remain as interim-president through 31st December, 2015. Seconded by Bill and approved. There was one abstention from the vote.

Ed recommended that a communication be sent to the membership in November with a recap of the October board meeting and a confirmation of the interim positions of the WW Board.

2.0 Communications/PCP Presentation

Dan Davey of PCP presented a “Review of 2015 and The Vision for 2015/16.” Dan was joined by Stuart Charlton and Mike Jones, also of PCP. The full PDF presentation can be viewed as an attachment to these meeting minutes.

Dan described the plans to increase the promotion of the FCSI App next year. In an effort to assist the board with how to use the App PCP will produce an *App Recommendation Guide* that will help the WW Board with information on how to drive future activity on the App.

Dan and the PCP staff reviewed the new proposal for the website refresh project. They would like to have the new website live by 1st January, 2016 so it can be promoted in print in the 2016 Q1 magazine.

Following the report Jim thanked the PCP staff for a very informative presentation.

4.0 Approval of March and August, 2015 Board Meeting Minutes

The minutes of the March and August, 2015 meetings were discussed. There was only one correction to the attendee listing on the August, 2015 document.

Bill moved to accept the FCSI WW 29th March, 2015 board meeting minutes as submitted, seconded by Martin R. and approved unanimously.

Toni moved to accept the 3rd August, 2015 board meeting minutes as corrected, seconded by Bill and approved unanimously.

5.0 Review and Approval of Finances

5.1 Review of 28th February, 2015 Financial Reports

Nick reviewed the 2015 September finances as contained in the board materials. Specifically he covered the 2015 Budget vs. Actual report. In addition, he made comments on the projected budget for 2016.

Toni moved to accept the FCSI WW financials through 30th September, 2015 as presented in the board materials, seconded by Clara and approved unanimously.

5.2 Cash Flow Projections for Year-End 2015

Nick went through the cash flow projections for the balance of 2015. Since we near the end of the year there are many items which may differ from budget. Jim committed to board members that he and Nick would continue to update the cash flow spreadsheet monthly so everyone would be keep apprised of the current banking situation.

5.2 2016 Draft Budget

It was agreed to wait to approve the 2016 budget until the final 2015 Q3 and Q4 *Foodservice Consultant* profit share transfers have been completed. Nick and Jim will work on the spreadsheet and forward to the board as soon as an updated document is available.

6.0 Change in Management Position

Jim reviewed the prospect of AEC Management providing an Executive Director or CEO as part of the management services. The goal would be that Nick would move from the Executive Administrator to the position of CEO. Nick would become the global face and contact for the Society worldwide. Any worldwide calls, press releases, educational contacts, would come through Nick at the WW office. The sense of board members was that they agreed with this improvement and it was decided that Jim and Bill should organize and negotiate how the management scope of services would be modified moving forward. A list of position responsibilities will forwarded to the board of directors when drafted and a vote taken via electronic vote or conference call.

7.0 Leadership Succession Planning

7.1 Discussion of WW Secretary and Treasure Position

Bill moved to separate the Secretary/Treasurer position into two separate positions. Clara seconded the motion and it approved unanimously.

The sense of the board was that this item, along with other items yet to be decided, will be presented to the WW membership for voting approval as bylaws updates.

7.2 2016 WW Officers

As of 1st January, 2016:
President – Bill Taunton
Treasurer – Clara Pi
Secretary – Incoming EAME Representative

7.3 EAME Representatives Confirmed

The EAME representatives will be Martin R. (chair) and other representative designed by EAME (past chair).

7.4 TAD Representatives Confirmed

The TAD representatives will be James Camacho (chair) and Bill (past chair).

7.5 APD Representatives Confirmed

The APD representatives will be Toni (chair) and Clara (past chair).

8.0 Educational Foundation

Ed provided a detailed update on the activities of the Educational Foundation. So far this year no monies have been granted by the EF. The IRS requires charitable organizations to provide scholarships and/or grants, based on a percentage of assets, on an annual basis.

Toni moved that the WW Board recommends Ed notify the FCSI Educational Foundation that FCSI Worldwide will not take any action on the Global Partnership Program (GPP) or any other EF function or project until the next WW President takes office and further the WW Board recommends that the EF defer any decisions on projects/programs until 1st January, 2016. Clara seconded the motion and it was approved unanimously.

Jim will draft the letter to be approved by the WW Board for Ed to deliver to the EF Board of Directors.

9.0 Council of Fellows

WW Board members reviewed the information and recommendations submitted by Al da Costa, and the CoF committee, in the board packet.

Bill moved that the proposal as submitted was not accepted in the current format and content and that Jim should draft a letter to the Council of Fellows steering committee in

response to the recommendations provided in the board materials. This letter will be submitted to the WW Board for review and approval prior to 30th November, 2015. The official letter will then be sent to Al da Costa by 31st December, 2015. The letter will make specific requests on how the CoF should proceed with the nominations, approval and recognition process. Seconded by Clara and approved unanimously.

Jim will contact Al da Costa as soon as possible via email or phone call and alert him to the decision of the board. This is necessary since the CoF steering committee has a meeting scheduled for December.

10.0 EAME Division Update

Martin delivered an update on EAME Divisional activities. Specifically he requested a response from the WW Board on whether there would be worldwide support for the upcoming SIRHA events. In response Bill said that the Society should be very conservative in the planning process and not commit to any large program until the 2016 budget is finalized based on revenue forecasting yet to be provided by PCP from revenues from the *Foodservice Consultant* platform of products.

Martin R. moved to that the WW Board provide financial support for the January 2017 SIRHA G/L Event with an approximate budget of USD \$25,000. Seconded by Bill and the motion was NOT approved.

Bill moved to allocate up to USD \$5,000 for the November 2015 SIRHA Istanbul event. Clara seconded and approved unanimously.

Bill moved that the WW Board not accept the UK & Ireland / EAME proposed "Heads of Terms" document as submitted in the board meeting materials. Seconded by Clara and approved unanimously.

As a follow up to the above motion the WW Board requested that Jim and Martin partner in a communication to notify the current UK & Ireland Chair of the board's decision.

Bill moved that the WW Board has determined that due to recent events in EAME that the WW Board recommends that the EAME Division take action with all EAME Local Units and that more information will be released by EAME and the WW Board when available. Seconded by Martin R. and approved unanimously.

Following the above motion, the sense of the board was that the FCSI WW president or designate and EAME Chair attend in-person meetings with the EAME Local Units so that the message can be delivered clearly and in detail.

11.0 APD Division Update

Toni and Clara provided an update on FCSI APD activities. They reported on the Division's current financial position and the status of projects. AEC Management is now providing base administrative services for the Division, providing assistance to ServCorp which is located in Hong Kong.

The WW Board made note that they are still waiting for PCP to produce sections of the magazine in multiple languages.

There was a discussion of the possibility WW establishing a worldwide standard template of how booths/stands should be presented at exhibitions in every Division. The decision was suggested for APD to review the promotional materials developed by TAD for consideration. If applicable the materials can then be revised for use in APD at tradeshow and educational events.

10.0 TAD Division Update

Bill went through the current and future activities of the TAD Division. The board discussed the possibility of the TAD *Direct Connection* being sent out to all FCSI members, not just members in TAD.

9.0 Unfinished Business

9.1 TAD Funding Request

The board considered the TAD Funding Request which was submitted to the WW Board prior to the Madrid meeting. This proposal was for up to USD \$30,000 to assist funding for the TAD South American events during September and October 2015. The request was not officially considered at the Madrid meeting and was still on the agenda for the Milan meeting. The sense of the board was for Jim to author a letter to the TAD Board that explains that while the WW Board supports their programs the WW Society is not in a financial position to provide funds. However, the funding request will be kept on the table providing WW the opportunity help with monies at a later date.

9.2 FCSI Allied Seal

The Board discussed the draft Global Partner Allied Seal as drafted by PCP and contained in the board meeting materials. The decision was made to not change the Allied "Actively Supporting" logo at this time.

10.0 New Business

10.1 Transfer of Membership Between Divisions

Jim summarized the emails from EAME and TAD listed in the board packet regarding the transfer of professional consultant membership between Divisions. The question considered by the Board was if a person's membership could be easily transferred from Division to Division, based on home mailing address, or should the member be required to reapply for professional membership in the new Division? The sense of the Board was that membership should be based on the true mailing address of the member.

WW will request that TAD share the professional member exam as a reference document for review by APD and EAME. This is an attempt to ensure that the testing of consultant members is standardized on a worldwide basis. Bill will follow up with the TAD staff and request that a copy of the exam be provided to the APD representatives on the WW Board.

10.2 Succession Planning

Bill requested that succession planning be discussed in detail during the Dubai 2016 Q1 board meeting.

10.3 Future Board Meeting Dates/Locations

Jim reviewed the dates for upcoming board meetings.

2016

2016 Q1

25th (full day) & 26th (2/3 day) February, 2016 in Dubai.

This will be a two-day meeting at the end of Gulfood scheduled for 21st – 25th February.

2016 Q3

After discussing options the board agreed that the west coast of North America would be the most convenient for all of the board members to attend. This would probably be the least expensive as well. Nick will research possible September/October 2016 dates in Vancouver for the Q3 board meeting which would not complete with any worldwide foodservice events.

11.0 Adjournment

Toni moved to adjourn the meeting. Seconded by Clara and the meeting was adjourned at 4:05 p.m. (local time).

Meeting minutes recorded by N. Vaccaro on 10.30.2015.