



FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
BOARD OF DIRECTORS MEETING
MINUTES

25th & 26th February, 2016
Dubai

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In Attendance

Officers

*Mr. William Taunton, FCSI
(Gastrotec SpA)*

*Mrs. Clara Pi, FCSI
Secretary/Treasurer
(FCG Company Ltd.)*

Staff

*Mr. Nick Vaccaro
Executive Administrator*

Allied Representatives (Non-Voting)

*Mr. Greg O'Connell
(Moffat)*

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

Absent

*Mr. Eric Von Kaenel
(Unified Brands)*

Directors

*Mr. James Camacho, FCSI
(Camacho Associates, Inc.)*

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

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

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

Guests

*Mr. Jim Petersen, FCSI
Immediate Past President
(C.i.i. Food Service Design)*

*Representatives from Progressive
Content*

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 President William Taunton, FCSI welcomed everyone and thanked everyone for participating in the meeting. Noting that there was quorum for conducting official business Bill requested that the meeting begin with the first agenda item.

Bill then reminded everyone of the Anti-Trust Guidelines as contained in the board meeting materials and how conversations should be structured or limited during the meeting.

1.2 Positions on the Worldwide Board of Directors

Each member was introduced with their Worldwide or Divisional relationship and voting position described. Board terms and future elections were briefly discussed.

2.0 Communications/PCP Presentation

Dan Davey of Progressive Content (PC) presented a “Review of 2015 and Looking Forward to 2016.” Dan was joined by Stuart Charlton and Mike Jones, also of Progressive.

Dan described the plans of how to grow on previously strengths and work to increase the quality of the *Foodservice Consultant* platform of products while improving net revenues back to the Society.

Clara recommended that after a few years of success with the magazine that the Board review future editorial content to ensure that the content actually reflects “who” FCSI members are and the image that the Society should project. The Progressive representatives said that they were open to holding a separate session to discuss specific editorial plans and targets for achievements for the coming years. The key point is that all FCSI publications should actively reflect the culture, projects and professionalism of FCSI foodservice consultants.

The suggestion was made to consider eliminating the APD Issue of the magazine and just have an Asian supplement in EAME Issue. This may help to hold down overall costs of production and better benefit Asian members. The supplement could be translated into Chinese and thus more useful for members in that region. Dan said that he and the PC

staff would look at how this would impact production and let the WW Board know their recommendations.

Dan and Nick discussed the schedule of profit sharing over the past few years and what the prospected dates of wire transfers will be through 2017. Dan requested that Nick send him the FCSI WW recorded wire transfers to date and they would compare the information with what is on file in the PC Finance Department. Dan said that within the next month that PC would provide the WW Board with a clear schedule of when profit sharing wire transfers could be expected in the FCSI bank account.

Bill asked the PC staff if they would research methods to reduce the overall cost of production by 15%. Dan responded that this is a very large number and would need to do some research in order to properly respond if whether this was possible. And if so, what changes would need to be made in order for cost savings to be realized.

Following the report Bill thanked the Progressive staff for a very informative presentation and said he and the rest of the board members look forward to PC's follow up reports.

3.0 Approval of October 2015 Board Meeting Minutes

The minutes of the October 2015 meetings were discussed.

Toni moved to accept the FCSI WW October, 2015 board meeting minutes as submitted, seconded by Martin R. and approved unanimously.

4.0 Review and Approval of Finances

4.1 Review 2015 Financial Reports

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

Toni moved to accept the FCSI WW financials through 31th December, 2015 as presented in the board materials, seconded by Serdar and approved unanimously.

4.2 Cash Flow Projections for 2016

Nick went through the cash flow projections for the balance of 2016. Clara committed to board members that she and Nick would continue to update the cash flow spreadsheet monthly so everyone would be keep apprised of the current banking situation.

The Board discussed the months when there is a projected shortfall on revenues over expenses.

Clara moved to give Bill and Nick permission to negotiate with FCSI TAD to borrow funds to repay the EF the full amount of the loan scheduled for repayment beginning in 2017. Seconded by Toni and approved unanimously.

Clara moved to give Bill and Nick permission to negotiate with the EF the option to reduce the percentage of annual profit share from the Foodservice Consultant portfolio. The percentage approved by the WW Board is to negotiate for maximum of 3%. This motion is

contingent on the success of the previously made motion regarding the repayment of the EF loan. The motion was approved unanimously.

Toni moved to update the FCSI WW Policies and Procedures that the president will be reimbursed for the lowest cost upgradable economy airfare. Seconded by James and approved unanimously.

Toni moved that each Division will make a 2016 contribution to WW totaling USD \$100,000 and this amount will be divided among the three Divisions in the amounts of TAD - \$44,000, EAME - \$46,000 and APD - \$10,000. The contributions are retrospective to January 1, 2016 and will be divided into four equal payments made on a quarterly basis. The contribution amounts will be reviewed by the WW Board on an annual basis. Seconded by Clara and approved unanimously.

Bill requested that Jim draft a letter that will be sent to each of the Division chairs and chief staff administrators informing them of the WW Board's decision. And alerting them that the payments will be retroactive to 1st January, 2016 and will be billed in four equal quarterly installments beginning in March 2016. Jim said he would work on the letter when he returned to the office and have a draft to Bill and Nick for review by March 16th.

4.3 2016 Draft Budget

The board reviewed the cash flow spreadsheet and made adjustments based on the conversations with Progressive Content and the reduction of overall WW expenses. A number of expense items were either removed completely or greatly reduced in an effort to trim operating costs.

Bill asked Nick to present the AEC revised Scope of Services with reduced management fee. Nick explained to the Board how the Scope of Services had been modified to lower the annual management fee. The key items changed will not impact the overall operations of WW, but will mean that Nick will return to acting more as an administrator with relationships outside the WW Board and Divisional staff. However, the AEC Management team agreed that within the WW Board and Divisions Nick will still operate as a management executive providing the association management guidance and planning.

There was a very serious conversation about the need to not only cut expenses by investigate avenues to increase income. This topic was discussed in detail as it confirms the long-term financial health of the Society.

4.4 2016 SIRHA Lyon Funding Request

After discussion the Board decided not to fund activities for the SIRHA meeting in Lyon, France. Nick said he would provide the contact information to Bill so that Bill could communicate with the FCSI France administrator (and possibly FCSI France president) about the decision of the WW Board.

5.0 Educational Foundation

The Board reviewed the "Funding Futures" brochure as contained in the meeting materials. Members expressed excitement about the launch of the new internship program. Toni explained what is currently being planned in APD and how the internship program will be implemented in their Division.

6.0 Council of Fellows

Board members discussed the two letters in the meeting packet. The first was from the WW Board to the CoF Steering Committee requesting a status update and the second was a report from the Committee regarding their January meeting in Austin and the Committee's recommendations for proceeding with the evolution of the Fellows program.

The Board requested that two letters be sent to the CoF Steering Committee.

Letter 1:

WW funds provided to the Committee were to provide the following:

- There was an expectation by the WW Board that a detailed selection and nomination process would be provided.
- There is no opportunity for a Fellow to sit on the WW Board. If the CoF would like to sit on a Divisional board that request must be made with the board of each Division. In accordance with the FCSI WW Bylaws an FCSI member in good standing is welcome to observe the WW Board meeting at his/her own expense.
- The CoF Steering Committee is not to begin soliciting funds without preapproval of a specific fundraising plan which has been approved by the WW Board.
- There will be no future funding of the CoF committee at this time.

Letter 2:

Communication to the Steering Committee notifying them that the Austin January 2016 meeting expenses will not be reimbursed. The reasoning being that the CoF Steering Committee exceeded the budget of \$10K which originally provided. And the WW Board is not in the financial position to provide the reimbursements.

Martin R. moved that the travel expenses for the Council of Fellows meeting in January 2016 not be reimbursed to the individuals who participated in that meeting. The justification for this motion is that the Austin meeting expenses exceeding the one-time budgetary allotment of \$10,000 provided by the WW Board in 2015. Seconded by Clara and approved unanimously.

** Subsequent to the meeting it was realized that the previous WW president had pledged "up to USD \$10,000 per annum" to the Steering Committee. Thus the January meeting travel expenses were reimbursed with the understanding that no further funds will be provided to the CoF unless the expenses are confirmed in advance, and in writing, with the WW president and treasurer.*

7.0 EAME Division Update

The board requested Martin R. for an update on UK&I. Martin delivered an update on EAME Divisional activities, specifically what has taken place with UK&I to date and future plans for meeting regarding the restructuring of the local unit.

8.0 APD Division Update

Toni and Clara provided an update on FCSI APD activities. Toni discussed the plans for the upcoming FHA meeting this coming April in Singapore. The event will contain an APD sponsored technology seminar, a networking event, APD Annual Member Meeting and an Ask the Experts Session.

Toni and Nick provided an update on the APD management arrangement with AEC and how the relationship with ServCorp has been modified. Nick listed in detail the responsibilities of each management firm and how they have been modified over the past few months.

APD would like to have marketing materials from WW which answers the question “Why Become a Member of FCSI?” These documents should promote the benefits of membership and exactly why a consultant or manufacturer should join FCSI.

The Board discussed the option of APD becoming a chapter of EAME. While this has been debated in the past the Board has always decided to delay the decision in an effort to give the APD Division more time to grow/expand. Members of the Board now think that the time has come to seriously consider this option. Bill said that he would talk about this more with the APD Board and a formal motion could be made at a future WW Board meeting.

9.0 Branding

Serdar presented the materials as contained in the board book.

Serdar moved that WW will organize a Branding Task Force to prepare the branding and marketing strategy for the future of FCSI. Seconded by Clara and approved unanimously.

Serdar volunteered to chair the task force and would update the board regularly.

10.0 TAD Division Update

James went through the current and future activities of the TAD Division. These included the Project Showcase publication, the upcoming TAD Conference in Nashville, Tennessee, professional consultant exams, TAD becoming CornerStone Partners with AIA, FCSITV with Foodable, and membership changes.

11.0 Leadership Succession Planning

Bill asked that the WW Board discuss the leadership succession planning for the future of the Society. The sense of the Board was to adhere to the working policy of the WW president’s position being rotated between the Divisions. This will continue with the understanding that the immediate past chair of each Division may decline the position of WW president which would result in the position being offered to the next person in the line of succession. This item will again be on the agenda for the next meeting.

12.0 Unfinished Business

12.1 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 tradeshow activities. The request was denied at this time because of the lack of available funds from WW.

13.0 New Business

13.1 APD Succession Planning

Toni explained in detail the succession planning in APD and how each of the board members, with the respect to their individual positions, function within APD.

The future of the APD Division was discussed in light of difficulty of leadership succession planning. Possible transition plans will be discussed in future WW and Divisional Board meetings.

13.2 Professional Consultant Membership Standards - Global Consistency

The Board discussed how Professional members are currently confirmed within each of the Divisions. There is currently a difference in the way consultant members are reviewed and tested prior to being confirmed as Professional members and allowed to use the FCSI credentials behind their name and in marketing materials.

After discussions the WW Board recommended that each of the Divisions need to communicate directly with the CPS to determine the potential to share the current CPS body of knowledge for adaptation within their Division.

10.3 Future Board Meeting Dates/Locations

Bill reviewed the dates for upcoming board meetings.

2016

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. The board decided on the 26th and 27th September as meeting dates and the potential locations to be Los Angeles, San Francisco or Vancouver. Nick will research possible hotels in each of the cities.

2017

2017 Q2

After discussion the 2017 Q2 board meeting will probably be held in conjunction with the NRA during May in Chicago.

10.4 Recognition of the Past Chair

Bill recognized the hard work and dedication of Jim Petersen during his time on the WW Board and service as a board members and immediate past president.

14.0 Adjournment

Toni moved to adjourn the meeting. Seconded by Clara and the meeting was adjourned at 4:30 p.m. (local time).

Meeting minutes recorded by N. Vaccaro on 03.02.2016.