

Summary of decisions taken by the Policy & Executive Boards: 2007-2008

In green: Executive Board matters; in blue: Policy Board matters

Members of the Policy Board: Coordinator: James Sernett, Treasurer: David Corbett, P. Jeanmart, Michal Freiburger, Guy Gras, Rolf Kirst, Paolo Lavino, Robert-Jan van den Berg, Peter Hallström, Mustafa Aydin.

Quorum of presences required: simple majority; Voting quorum: simple majority of votes

Members of the Executive Board : Torben Brodersen, Jos Burgers, Italo Bussoli, Brian Smart, Chantal Zimmer

Meetings held :

July 17,2007	Executive Board
Oct. 3, 2007	European Parliament + Policy Bd
Oct 7-8, 2007	WFC in Australia
Nov. 6, 2007	Executive Board
Nov. 27, 2007	Policy Board
Jan. 29, 2008	Executive Board
Feb. 27, 2008	Joint Board + Legal Committee meeting
March 1-2, 2008	WFC in Greece
March 11, 2008	Policy Board
April 22, 2008	Executive Board
May 29, 2008	Executive Board
June 24-25, 2008	Joint Board + General Assembly

Meetings scheduled until the end of 2008:

July 8, 2008	Board + Legal experts
Aug 1-2, 2008	WFC meeting in Malaysia
Sept. 30, 2008	Executive Board
Oct. 21, 2008	Policy Board
Nov. 18, 2008	Executive Board

- Agenda and Minutes of the Policy Board are distributed to all the EFF members, prior (Agenda) and after (Minutes) the meeting.
- Agenda and Action Notes of the Executive Board are distributed to the Policy Board members, prior and after the meeting..

DATE	PROPOSITION by the Exec. Bd	DECISION by Policy Bd	RESULT
July 17,2007 Executive Board	1. EFF Auditor: change from BFF's Secretary General to a professional auditor	1. OKed by the Policy Bd of Oct 3, 2007.	1. Effected immediately. New auditor will audit the 2007 accounts and has started working with the Executive Director & Chartered Accountant & will meet the Chairman and Treasurer on June 23,2008.
	2. Clarification asked about the Executive Bd members presence at the Policy Bd: it is the Policy Bd member whose Managing Director is a member of the ExBd to invite him/her to attend the Policy Bd if needed.	2. Policy Bd suggests sticking to the split Board meeting format for one year before suggesting changes to the system (restated on Oct. 3, 2007).	2. the Executive & Policy Bd members have met separately since June 2007 except for the Joint meeting with the Legal Committee on Feb. 27, 2008.
	3. definition of the EFF's priority actions <ul style="list-style-type: none"> a) Lobbying Roadmap b) Communications Roadmap c) Ethics Roadmap d) creating a forum of international franchise brands operating in Europe e) Servicing our smaller members 	3. Roadmaps are approved at Policy Bd of 3/10/2007	3. See advancement of each Roadmap in the "EFF's Activity Report 2007-2008" . e) see new idea expressed in Activity Report: organising "Exchange of Association Experience" Days .
	4. Lobbying the EU: EFF Panel at the European Parliament on Oct 3, 2007 bringing franchisors directly into direct dialogue with officials of the EU and	4. Panel idea approved at the 2007 General Assembly	4. EFF panel: Accomplished; <ul style="list-style-type: none"> - some Policy & Executive Board members spoke or were present at the Panel; - Hardback copy of Panel proceedings

	<p>EP; organised in partnership with the SME-Union.</p>		<p>prepared by the EFF distributed to EFF members + EU + EP speakers + the SME-Union</p>
	<p>5. WFC matters a) Spain/ FIAF membership issue</p> <p>b) the EFF servicing the WFC Secretariat</p>	<p>5. a) the EFF must express its position carefully and seen to be inclusive and not exclusive with regard to the FIAF; but work out a solution about Spain's position within FIAF when it comes to WFC affairs.</p> <p>b) the EFF should service the WFC until such time as the Spanish/FIAF issue is solved.</p>	<p>5. a) FIAF question resolved in March 2008 at the WFC meeting in Athens. FIAf has withdrawn its request to join the WFC. Independently of this issue, the AEF (Spain) has repeated to several MDs of franchise associations that it does not intend to rejoin the EFF. b) the FIAF/Spain issue no longer puts on hold the transfer of the WFC Secretariat from the EFF to another association.</p>
<p>October 3, 2007 Policy Board</p>		<p>1. Preparing the review of the Block Exemption Regulation</p> <p>a) ask the FFF to allow the EFF to use its BER Impact Questionnaire to poll the franchisors of each of our associations; - use results to uphold the position that the EFF may express in a Position paper it may wish to address to the Commission.</p> <p>b) inventory of other EU legislation</p>	<p>1.BER</p> <p>a) FFF Questionnaire adjusted and translated into English; sent to each association with invitation to pass on to their franchisor members & return to EFF; To date: 230 answers received from 14 countries, including an answer from a Spanish franchisor, member of the AEF.</p> <p>b)- Chairman counsels to limit ourselves to the legislation that risks having direct material impact on the franchise industry; - plus get help from Legal Committee members and national MDs in identifying relevant legislation;</p>

		c) Communications Roadmap: purpose: plug the deficit of franchise-related information and country information;	c) see “EFF’s Activity Report 2007-2008”. limit distribution to our membership and in electronic form
		d) Budget 2008 ask Executive Board to prepare draft Budget for next Policy Bd.	
November 6, 2007 Executive Board	<p>1. Preparing the review of the Block Exemption Regulation Twin approach: a) questionnaire in preparation b) list of BER-related concepts/issues drawn up to discuss with the Legal Committee members at a joint meeting;</p> <p>2 meetings proposed: - a pre-meeting betw. Exec. Bd with 2 legal experts (Jan. 29, 2008); - a joint Board-Legal Committee meeting (Feb. 27, 2008)</p>	<p>1.BER</p> <p>a & b) Approach agreed to by the Policy</p>	<p>1.BER</p> <p>a) effected; b) both meetings held;</p> <p><i>See summary of legal issues raised by the Legal Committee meeting and the reactions of the Executive Board as to whether or not to raise these issues at this stage with the Commission. (document mailed to Board members in Spring and updated since then</i></p>
	<p>2. Communications Roadmap</p> <p>a) revamp EFF’s website; train CC to update & upload pages herself</p> <p>b) newsletter: launch 4 electronic issues as of Feb. 2008;</p>		<p>2. Communications Roadmap</p> <p>a) EFF’s website: website stuck since webmaster left; find new ITC company and webmaster.</p> <p>b) newsletter: electronic version needs to be developed with new webmaster; hence not effected yet.</p>

	<p>3. Ethics Roadmap The Code needs to be a “living” component for the members of the EFF. How to make it so? = Object of the Roadmap.</p>	<p>3. Roll out of project: Schedule not defined. Policy Bd of March 11 2008 states that it prefers that everyone’s energies be spent on the BER issues in priority.</p>	<p>3. Schedule not defined, but work on it must start because we are informed that there are various incentives by academics to assess the impact of franchise association Codes and to try and define an “ideal and exhaustive” Code Matter to be closely monitored by the EFF and WFC alike. (see General Assembly agenda)</p>
	<p>4. EFF Interim Budget 2008 Prepare for Nov 27.</p>	<p>4. Policy Board of Nov. 27 agrees on an “interim” Budget for 2008. “Interim” denotes that it could be subject to change before the General Assembly of June 2008. Prepare procedures to account for such changes.</p>	<p>4. -Interim Budget 2008 with amendments sent to J. Sernett and D. Corbett early May; - Presented to Executive Board of May 29; - on the agenda of the General Assembly</p>
	<p>5. Question to put to the Policy Board: Can an elected Policy or Executive Board member be replaced by a deputy or alternate?</p>	<p>5. Policy Board of Nov. 27 agrees to alternates from the same association for Policy Board members only; not inter association. <i>See Minutes of 27 Nov. for details.</i></p>	<p>5. The structural changes put into place since the General Assembly of 2007 need to be assessed and then agreed to by the General Assembly before being consigned to the EFF’s Statutes</p>
<p>Nov. 27, 2007 Policy Board</p>		<p>1. Preparing the review of the Block Exemption Regulation</p> <p>a) agree to Executive Board work plan; b) asked that the Spanish market be polled; c) make sure that in any position taken before the EU, we clearly position franchising as distinct from other distribution formats, and in particular cooperatives which fall under a different Block Exemption to</p>	<p>1.BER</p> <p>a) agreed; b) effected; c) understood;</p>

		the one on Vertical Restraints.	
		2. Communications Roadmap Website: Get Executive Board to assess cost of a new website and suggest a course of action for next Policy Board.	2. Website: Executive Board of April 22,2008 suggests course of action. Need green light from Chairman and Treasurer. Pending.
		3. Code of Ethics Roadmap: Project steered by B. Smart. Suggested manner of proceeding: get Policy Board to agree to a two-pronged scheme: to have a a) mandatory Code of Ethics, AND b) Guidelines to the Code: non mandatory; will include the examples of best practice adopted at national level over and beyond the terms of the mandatory Code; c) broaden the application of the Code to the relationship between Franchisor and master franchisee (sub-franchisor) (article 6 of the Code)?	3. b) Draft Guidelines: too early to present a draft at he next General Assembly. New issue has arisen: see Nov.6. c) the Policy Board agrees to this extension of the application of art. 6 of the EFF Code.
Jan. 29, 2008 Executive Board	1. Preparing the review of the Block Exemption Regulation: Met with 2 members of the Legal Committee in preparation of the Joint meeting of Feb. 27th		
	2.WFC matters: FIAF's membership; indirectly, the issue with Spain.		

	<p>3. Application from the PFO (Poland)</p> <p>Discuss discrepancy between name of association and terms in the Statutes: name refers only to franchising whereas Statutes state that the PFO accepts franchise companies and agencies (agency agreements) as members. Ask PFO to clearly separate the two as a condition to join the EFF.</p>		<p>3. EFF's position communicated to the PFO. Since then, no news from them.</p>
	<p>4. EFF-IFA symposium</p> <p>Executive Board recommendations:</p> <ul style="list-style-type: none"> -If organised, not before 2009; -Broaden the idea and turn it into a WFC event (both IFA & EFF are WFC members); -Terms of partnership with IFA to be defined; -Must be properly marketed. 		<p>For 2009: could be superseded by the idea of the “Exchange of Association Experience” Days.</p>
<p>Feb. 27, 2008 Joint Board + Legal Committee meeting</p>		<p>1. Preparation of the review of the Block Exemption Regulation</p> <p>Entire meeting dedicated to this subject.</p> <p>Significant approximation of views between Board members and Legal experts.</p> <p><i>See Summary of the Issues discussed at this meeting.</i></p>	<p>1. BER</p> <p>a) further specific questions asked of Legal Committee members</p> <ul style="list-style-type: none"> - internet sales - passive sales <p>Legal Committee asked to provide examples of problems and currently used solutions.</p>

<p>March 11, 2008 Policy Board</p>		<p>1. Preparing the review of the Block Exemption Regulation</p> <p>a) Policy Board in agreement with approach and tasks done by the Executive Board;</p> <p>b) Stresses importance of integrating results of the Questionnaire in whatever position we take.</p> <p>c) stresses the preeminence of the work on the BER over any other EU matters.</p>	
		<p>2. EFF International Conference including a Legal component Policy Board discussed the opportunity of such a conference and proposed it for 2009.</p>	<p>4. the idea of a conference swings from the “IFA-EFF” format, to a “WFC” format to an “EFF on-its-own” format to not having an EFF-generated International Conference at all.</p>

		<p>3. Defining the terms for the succession of the EFF Chairman</p> <p>J. Sernett says that the Policy Board must agree on and adopt a clear, predictable, transparent and non-arbitrary scheme.</p> <p>The mechanism adopted is to vote for a Vice Chairman who will be called on to succeed the Chairman every two years. Thus each new Chairman will have been part of the Policy Board for enough time to prepare him to the role of Chairman.</p> <p>The Bd decided that the terms should not be renewable, at least consecutively.</p> <p>The persons proposed as next Chairman and Vice Chairman are D. Corbett (BFA) and D. Fröhlich (DFV)</p> <p><i>Further details in Minutes of the meeting.</i></p>	<p>3.</p> <p>This matter is on the Agenda of the Joint Board meeting on June 24th and on that of the General Assembly on June 25th.</p>
		<p>4. WFC Secretariat</p> <p>CC reports on WFC business and on the apparent resolution of the FIAF/Spain question.</p> <p>CC reiterates her request to hand over the running of the WFC Secretariat at an appropriate moment, sooner than later.</p> <p>The reason is to better concentrate on EFF-specific issues.</p> <p>The date proposed for handover is March 2008 when the WFC meets in Paris.</p>	<p>4. WFC Secretariat:</p> <p>Policy Board agrees to this proposal.</p>

April 22, 2008 Executive Board	1. Defining the terms for the succession of the EFF Chairman		1. On the Agenda of the Joint Board meeting of June 24th.
	2. How to better integrate the Managing Directors of the associations not represented at the Executive Board. How to service the smaller and newer EFF associations more directly? New idea: organize “Exchange of Association Experience Days” ; <i>See Activity Report for details.</i>		2. See idea expressed as “Exchange of Association Experience Days” Start in Autumn 2009? <i>Question from CC: Privilege this option over the International Conference idea? A choice will have to be made in light of priorities and resources available.</i>
	3. Preparing the BER review		3. BER - Still in process. - writing up of a Position paper at this stage? still undecided - EFF has received 230 answers to the BER Questionnaire so far.
	4. Membership Application form Ireland (IFA) : Executive Board raises the question of the definition of franchising that the IFA has in its Statutes. To fit the EFF’s Code, this definition must be changed, tightened. Pending agreement to this change or promise of change, the IFA will be invited to present itself first to the Policy Board in June, then to the General Assembly.		4. IFA membership: Conditions communicated to them. Have agreed to alter their definition of “franchising” to suit our concerns. However, a new issue has arisen between them and the BFA which puts their membership to the EFF on hold.

	5. EFF Budget: define some procedures for allowing amendments to the Budget in the course of its execution.		5. See agenda of the General Assembly
	6. EFF International Conference - spoke about the general terms in defining such a project; - carefully consider the legal chapter whilst we are still negotiating the review terms of the BER; - If planned for 2009, get speaker from DG Competition to speak on future BER;		6. See comment under March 11. Now the Conference idea could come into competition with the new idea of holding the “Exchange of Association Experience” Days . This initiative may better serve the concrete needs of the EFF’s member associations. (see Executive Board of April 22,2008)
May 29, 2008 Executive Board			
June 24-25, 2008 Joint Board + General Assembly			