

MINUTES

of the Advisory Board Meeting of April 26, 2018,
at the Conrad Hotel in Dublin

Board Members

present:

Irmtraud Wendland	Chair
Julian Cockain-Barère	Vice-Chair
Fernando Hernández Gómez	Vice-Chair
Elena Bello Cárdenes	Member
Jeffery J. Daar	Member
Marlies Hoecherl	Member
Gad Matalon	Member
Thomas Ramseier	Member
Florian Schell	Member

Managing Director (present):

Caroline Chetrid

AGENDA:

1. Opening of the Meeting
 - 1.1 Welcome by the Chair
 - 1.2 Secretary of the Meeting
 - 1.3 Approval of the Minutes of the previous Meeting
 - 1.4 Reflection about last year
2. Conferences
 - 2.1 Sheffield and Dublin
 - 2.2 2019 and 2020
 - 2.2.1 Regional Meeting 2019, Madrid and Asunción
 - 2.2.2 2020 30th Anniversary of Consulegis
 - 2.3 Format of the Conferences
3. Financials
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 - 3.2 Outstanding debts 2018
 - 3.3 Outstanding debts older than 2018
4. Organization and Legal Matters
 - 4.1 Consulegis and GDPR
 - 4.2 Eventual Change of the Legal Structure
 - 4.3 Special Interest Groups : Young Lawyers and Women
 - 4.4 Other Developments : Brexit, GDPR Group etc.
 - 4.5 Branding and Website
 - 4.6 Termination of Insurance Munich Office
5. Business Development
 - 5.1 Membership in AILFN
 - 5.2 List of potential New Members
6. Next Board Meeting



1. Opening of the Meeting

1.1 Welcome by the Chair

Irmtraud opens the meeting at 09:30 a.m. and adds point 1.4 to the Agenda.

1.2 Secretary of the Meeting

://: Julian and Thomas agree to do the Decisions and Action List and the Minutes one more time. However, at the next Meeting, new Secretaries should step in.

1.3 Approval of the Minutes of the previous Meeting

://: The Advisory Board (AB) already approved the Minutes of the Meeting in Madrid of January 21, 2018, and of the last Conference Call of February 20, 2018.

1.4 Reflection about last year and Presentation of the Strategy at the AGM

All Board Members and Caroline express their view about the developments of last year. A lot of problems were solved since the sudden change of the Managing Director (MD). Some problems remain: The Website still does not operate smoothly; the Consulegis office is difficult to reach by phone and we still do not have an increase in member firms. As it turns out during all discussions, the role and competences of the AB and the MB should be more clearly defined.

://: The AB is to carry out a performance review of the MD each year, in order to provide appropriate feedback to the MD and assist her to meet expectations. A date should be fixed in advance and three or four members of the AB should participate in the review.

The MD's Presentation for the AGM is discussed in detail. Caroline will change it accordingly.

://: The main points of the Strategy are agreed as follows:

- (1) Growth in member firms, especially in regions with weak representations, and in related professions.
- (2) Strengthen relationship to existing member firms.
- (3) Engage (activate) all member firms.



2. Conferences

2.1 Sheffield and Dublin (and Prague)

Sheffield was a very big success. However, due to long travel time for most members, not a lot of people attended.

Dublin so far started well with an average number of attendees.

In Prague, everything is organized already. Due to a strict hotel cancellation policy, Caroline will inform the members to book until the end of August, latest.

2.2 2019 and 2020

2.2.1 Regional Meeting 2019, Madrid and Asunción

The Regional Meeting cannot be in Cologne, because all hotels already are fully booked (Carneval time). Jefferey suggests to combine the Regional Meeting with the Board Meeting which is regarded as a very good idea.

://: The AB agrees that the title of the February meeting should remain as «Regional European Meeting».

Regarding Madrid, Guillermo Frühbeck will soon confirm the hotels.

2.2.2 2020 30th Anniversary of Consulegis

UP12 maybe will host the Spring Conference (30th Anniversary) in Frankfurt.

The Autumn Conference maybe could take place in Australia, jointly hosted by our members in Sidney and Melbourne.



2.3 Format of the Conferences

The format of the Conferences is discussed in detail.

://: It is agreed that the Saturday dinner should become attractive again, as in earlier times, and that we should not put too much content into the Conferences, leaving the members a little bit of spare time.

://: The AB approves the MD's proposed guideline that a member should have been actively engaged in Consulegis for a period for three years before holding a Conference.

://: The AB re-introduces the policy that for each new member a member of the Board should be designated and then should act as a mentor, introducing the new member's lawyers to fellow members during the conferences and responding to any questions that the member may have. Gad agrees to be the mentor for Meggy Parengkuan.

://: It is decided that the «International Business Meeting» should not be systematically held at each Conference. The MD and the host should consider whether such an event would work given the timing and location of the Conference. The idea of such meetings is that they are public and that clients and the media are invited.

://: Caroline is to come up with a proposal for a new concept by the Prague Conference, designed to encourage business between member firms and entailing meeting in small groups in order to discuss the work that they do and the clients that they serve, with the aim to improve referrals between members. Caroline is to discuss this concept with Jeff and, if necessary, with the AB during a conference call.

://: Caroline is to prepare a proposal with regard to a Conference discount rate for young lawyers and members who send more than three delegates.

://: The Thomas Marx Award is to be re-activated; it could be handed out at the Autumn Conference 2019 (this was decided at the informal Breakfast Meeting of April 28, 2018).

3. Financials

3.1 Payments and Cash Flow

The figures sent by the MD are self explanatory.



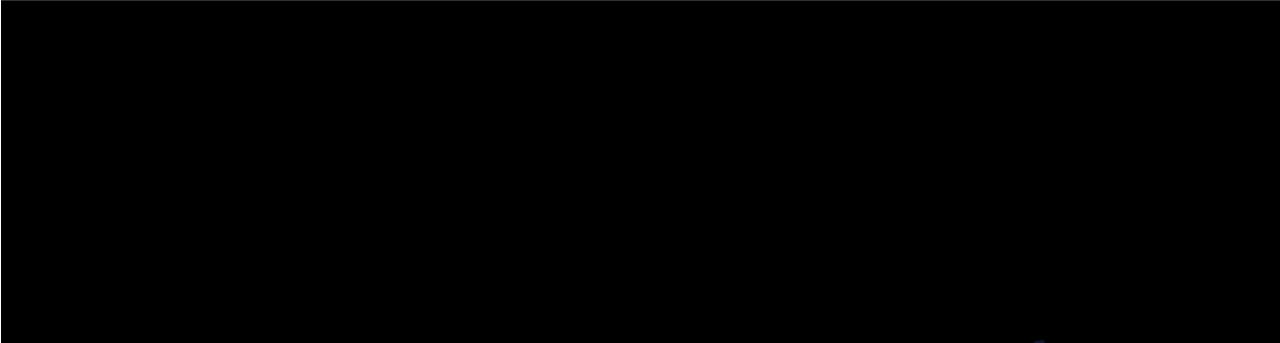
://: Caroline is to provide the AB with an up-dated liquidity forecast in advance of the conference call agreed for May 29, 2018.

://: Irmtraud and Julian are to fix with Caroline the reference figure for her eventual bonus.

3.2 Outstanding debts 2018

The AB discusses the outstanding debts 2018.

Menaldi and Mariani hopefully will pay at least part of their debt (Menaldi is ready to pay 50 %, Mariani not yet).



Thomas reminds the AB on its decision that members who did not pay their fee should not be allowed to vote at the AGM. This should be announced to them timely before the AGM, giving them the opportunity to pay and then vote.

4. Organization and Legal Matters

4.1 Consulegis and GDPR

://: Florian is to ask Helmut Redeker to advice on Consulegis' compliance with GDPR.

4.2 Eventual Change of the Legal Structure

Florian discussed the issue with Henrich Schleifenbaum. A Swiss Verein could indeed solve some of the existing problems.

Thomas shortly outlines the law on Swiss Vereins. Members are not liable for its debts if and as long as membership fees are levied. Membership fees are fully tax exempt, meaning that Consulegis would not pay taxes if its other income is negative (as it is the case with our Conference income less expenses). The organization can be regulated very freely. The main problem will be the transition from the EEIG: the EEIG would need to be liquidated and each member should expressly decide to become a member of the Swiss Verein.

It is discussed that full adherence to the new Verein should be requested before and as a condition to liquidating the current structure. However, such a change seems to be a little bit early right now.



://: The AB prefers to stabilize the network over the next two years before undergoing such a change. Of course, during this time the details for such a change should be examined more closely.

4.3 Special Interest Groups: Young Lawyers and Women

://: Caroline will talk with women members and will make a proposal by the end of May for a new working group on gender issues.

4.4 Other Developments: Brexit, GDPR Group etc.

This issue was not discussed yet.

4.5 Branding and Website

It is clear that the Website has to be improved very quickly. With respect to the Consulegis Logo/Branding, no decision was taken yet.

4.6 Termination of Insurance Munich Office

These issues were not discussed yet.

5. Business Development

5.1 Membership in AILFN

The AB considered the MD's proposal that Consulegis join AILFN, the association of international law firm networks. At the moment, AILFN has less than 10 members. The annual fee is EUR 8'000 (if network delegates a board member) or EUR 5'000 (without board member).

://: Caroline will send us some more information about AILFN and the AB will decide on a membership during the next telephone conference.

5.2 List of potential New Members

Caroline prepared a list of potential new members, based on member recommendations, followers of Consulegis in the social media and directories of boutique firms.

The Board members repeat what is most important: Main targets are law firms in jurisdictions that are not covered yet; then related professionals; but no candidates with the same areas of activities in the same city!

://: Caroline is to divide up the list into different classes of priority so that the AB can consider the most urgent for pre-clearance during the next conference call.



6. Next Board Meeting

://: It is agreed that the next meeting of the AB should be in form of a telephone conference on May 29, 2018, at 18:00 CET.

Irmtraud closes the meeting at 3:30 p.m.

Irmtraud Wendland, Chair

Thomas Ramseier, Keeper of the Minutes

