



2024 > LEGAL
SYMPOSIUM
MAY 5-7 > WASHINGTON, DC



KAREN SATTERLEE, CFE

SVP and Assistant General Counsel, Asia Pacific,
Hilton Worldwide Holdings, Inc.
Legal Symposium Task Force Chair

Dear colleagues,

On behalf of the International Franchise Association and the 2024 IFA Legal Symposium Task Force, I invite you to attend the 56th Annual Legal Symposium on May 5-7, 2024, at the Grand Hyatt in Washington D.C.

Attendance at the 2024 IFA Legal Symposium has never been more critical. 2023 saw significant regulatory and legislative activity that will impact franchising as a business model. In March of 2023, the Federal Trade Commission issued a request for information on a wide-ranging list of issues relating to franchisor business practices, including how franchisors may exert control over franchisees and their workers, the negotiability of franchise agreements and the use of the standards manual to implement system change, among others. Following that, in October 2023, the National Labor Relations Board issued an updated rule relating to joint employer that significantly expands who qualifies as a joint employer under the National Labor Relations Act. It is critical that every franchise practitioner understands how these issues will impact their clients. Accordingly, the Legal Symposium has developed programming that will tackle these issues head on, including: Not your Father’s Franchise Rule? Potential Changes to the FTC Rule to promote “Responsible Franchising”; Is Franchising under attack? What you need to know right now; International “fair franchising” laws; Threats to the Franchise Model: Where is Labor Law Taking Us?; and Effective Advocacy: The Role of Government Relations in Franchising.

Of course, there is more to franchise practice than regulatory and legislative matters. We have developed programing that explores critical issues in dispute resolution, managing franchise systems in distress, restrictions relating to the use of marketing funds, common issues in drafting franchise agreements and an ethics class on the use of Artificial Intelligence in Franchising. We have also added programming targeted to in-house counsel, bringing back our intensive program on matters related to franchising for in-house counsel only.

The programming for the 2024 Symposium has something for everyone, from the most junior franchise practitioners to those that are expert in their field. his year, we moved the Rising Legal Professional Program to before the Opening Reception on Sunday, May 5th. This program is for attendees that are new to the industry and the franchise business model.

Of equal importance is the fact that the Symposium is an invaluable networking opportunity, with the chance to reconnect with friends and colleagues, and meet with the business-people that make franchise systems tick through networking luncheons, roundtables and receptions.

As always, the Symposium welcomes diversity in all of its forms and actively seeks to include all perspectives in its programming, including the views of franchisees, franchisors and suppliers. The Symposium is an open forum where all types of franchise practitioners can learn from one another and discuss and strategize about the critical issues facing the franchise industry in 2024 and beyond. I look forward to seeing each of you.

Sincerely,

Karen Satterlee
Legal Symposium Task Force Chair

2024 LEGAL SYMPOSIUM TASK FORCE

- Karen Satterlee, CFE *SVP and Assistant General Counsel, Asia Pacific, Hilton Worldwide Holdings, Inc. (Chair)*
- Nina Greene *Partner Venable LLC (Vice Chair)*
- Alyssa Barnes *Senior Vice President, Legal, Global and Hotel Management Wyndham Hotels & Resorts, Inc.*
- Danell Caron *Vice President, Legal CKE Restaurants Holding, Inc*
- Megan Center *Partner Quarles & Brady LLP*
- Jess Dance *Shareholder Polsinelli*
- Jennifer Dolman *Partner, Litigation Osler, Hoskin & Harcourt LLP*
- Joe Fittante *Larkin Hoffman Shareholder*
- Susan Grueneberg *Member Cozen O’Conner*
- JoyAnn Kenny-Charlton *Attorney FisherZucker LLC*
- Justin Klein *Partner Marks & Klein, LLP*
- Kyle Lennox *Attorney Greenberg Traurig, LLP*
- Zachary LeVasseur, *Senior Corporate Counsel GoTo Foods*
- Michelle Murray-Bertrand *Associate Kaufmann Gildin & Robbins LLP*
- Tim Patterson *Business Litigator, Advisor Foley & Lardner*
- Leslie Pujo *Partner Plave Koch PLC*
- Derek Ronde *Partner Cassels Brock & Blackwell LLP*
- Melissa Rothring, CFE *Executive Vice President, General Counsel, & Corporate Secretary Ascent Hospitality Management LLC*
- Nadia Sarangi *V.P. & Associate General Counsel IHG Hotels & Resorts*
- Antoni Scholz *Partner Cheng Cohen LLC*
- Michael Sturm *Partner Lathrop GPM*
- Stephanie Zosak *Associate DLA Piper LLP (US)*

REGISTER ▶ [FRANCHISE.ORG/EVENTS/2024-LEGAL-SYMPOSIUM](https://franchise.org/events/2024-legal-symposium)

WHO SHOULD ATTEND:

- All attorneys interested in franchise law
- In-house counsel
- Franchise CEOs
- Franchise development and sales executives
- Franchise legal and compliance officers
- Paralegals
- Franchise administrators
- Franchisees interested in learning more about the legal and business aspects of franchising
- All others concerned with franchising's legal, regulatory and business issues



INTERESTED IN SPONSORING THE 2024 LEGAL SYMPOSIUM?

Increase your brand exposure, drive meaningful networking and connection, and generate exciting new business prospects.

CONTACT LYNETTE JAMES TODAY at ljames@franchise.org to secure your sponsorship.

SCHEDULE-AT-A-GLANCE

All 2024 Legal Symposium Sessions will take place at the Grand Hyatt Washington in Washington, DC

SUNDAY, MAY 5

2:00 pm – 7:00 pm
2:00 pm – 3:30 pm
4:30 pm – 5:30 pm
5:30 pm – 6:30 pm
7:00 pm – 9:30 pm

Registration Open
Legal Legislative Committee Meeting
Rising Legal Professional Program
Welcome Reception
Speakers' Networking Dinner Event

MONDAY, MAY 6

6:45 am – 6:00 pm
8:00 am – 9:00 am
8:30 am – 10:00 am

Registration
Breakfast
Welcome & General Session

1.15 CFE credits (Credit allocation based on estimated actual panel/education time, not including welcome and intros, etc)

10:00 am – 10:30 am
10:30 am – 11:45 am

Refreshment Break
Round #1 - Concurrent Sessions

1.15 CFE credits (with completed session evaluation)

1. CORPORATE COUNSEL SUMMIT
2. TRANSACTIONAL TRACK: Hot Topics in Anti-Trust Law
3. RELATIONSHIP TRACK: Marketing Funds and Local Marketing – Do's and Don'ts to Promote System Harmony while Promoting the Brand
4. LITIGATION TRACK: It Expired When - Holdover Franchises: What Are the Rules?
5. INTERNATIONAL TRACK: Critical Issues in International Dispute Resolution: What You Plan for When Everyone is Still Happy
6. BASICS TRACK: Mergers & Acquisitions
7. BUSINESS TRACK: Franchising in the Legislative and Regulatory Spotlight

12:00 pm – 1:30 pm
1:45 pm – 3:00 pm

Boxed Luncheon & Roundtables
Round #2 - Concurrent Sessions

1.15 CFE credits (with completed session evaluation)

1. INTELLECTUAL PROPERTY TRACK: How to protect the Franchise System in a World Without Enforceable NonCompetition Covenants
2. REGISTRATION & DISCLOSURE TRACK: Not your Father's Franchise Rule? Potential Changes to the FTC Rule to promote "Responsible Franchising"
3. RELATIONSHIP TRACK: Threats to Franchise Model: Where is Labor Law Taking Us?
4. BUSINESS ISSUES TRACK: A Survey of Franchise Sales Programs
5. TRANSACTIONAL TRACK: What Do These Common Contractual Words Actually Mean?
6. BASICS TRACK: Trademarks & IP
7. BUSINESS ISSUES TRACK: Effective Advocacy: The Role of Government Relations in Franchising

3:00 pm – 3:30 pm
3:30 pm – 4:45 pm

Refreshment Break & Roundtables
Round #3 - Concurrent Sessions

1.15 CFE credits (with completed session evaluation)

1. INTELLECTUAL PROPERTY TRACK: Use of Artificial Intelligence in Franchising and Associated Legal Issues: Avoiding Ethical Minefields [Ethics Class]
2. LITIGATION TRACK: What Franchise Litigators Wish Transactional Attorneys Knew About Litigation?
3. RELATIONSHIP TRACK: Brand-emonium!
4. BUSINESS ISSUES TRACK: State of Unionization: The Intersection of Unions and Technology
5. TRANSACTIONAL TRACK: Dealing with Franchise Systems in Distress.
6. BASICS TRACK: Franchise Litigation
7. INTERNATIONAL TRACK: Fair Franchising Laws

5:00 pm – 6:00 pm

Networking Reception

TUESDAY, MAY 7

7:00 am – 4:15 pm
8:00 am – 9:00 am
8:30 am – 10:00 am

Registration
Breakfast
General Session w/ Judicial Update

1.15 CFE credits (Credit allocation based on estimated actual panel/education time, not including welcome and intros, etc)

10:00 am – 10:15 am
10:15 am – 11:30 am

Refreshment Break
Round #4 - Concurrent Sessions

1.15 CFE credits (with completed session evaluation)

1. BUSINESS ISSUES TRACK: A Survey of Franchise Sales Programs
2. RELATIONSHIP TRACK: Threats to Franchise Model: Where is Labor Law Taking Us?
3. INTERNATIONAL TRACK: Fair Franchising Laws
4. LITIGATION TRACK: What Franchise Litigators Wish Transactional Attorneys Knew About Litigation?
5. BASICS TRACK: Handling Defaults and Terminations
6. INTELLECTUAL PROPERTY TRACK: Use of Artificial Intelligence in Franchising and Associated Legal Issues: Avoiding Ethical Minefields [Ethics Class]
7. TRANSACTIONAL TRACK: What Do These Common Contractual Words Actually Mean?

11:45 am – 1:20 pm

General Session Luncheon on Business Model Issues with IFA Government Relations

1.15 CFE credits (Credit allocation based on estimated actual speaker/panel/presentation/education time, not including welcome and intros, etc.)

1:00 pm – 3:00 pm
1:30 pm – 2:45 pm

IBA Officers Meeting
Round #5 - Concurrent Sessions

1.15 CFE credits (with completed session evaluation)

1. LITIGATION TRACK: It Expired When - Holdover Franchises: What Are the Rules?
2. INTERNATIONAL TRACK: Critical Issues in International Dispute Resolution: What You Plan for When Everyone is Still Happy
3. RELATIONSHIP TRACK: Brand-emonium!
4. BASICS TRACK: Registration & Disclosure
5. IN HOUSE COUNSEL INTENSIVE (Inhouse counsel only session)
6. TRANSACTIONAL TRACK: Dealing with Franchise Systems in Distress.

2:45 pm – 3:00 pm
3:00 pm – 4:15 pm

Refreshment Break
Round #6 - Concurrent Sessions

1.15 CFE credits (with completed session evaluation)

1. REGISTRATION & DISCLOSURE TRACK: Not your Father's Franchise Rule? Potential Changes to the FTC Rule to promote "Responsible Franchising"
2. BUSINESS ISSUES TRACK: Franchising in the Legislative and Regulatory Spotlight
3. INTELLECTUAL PROPERTY TRACK: How to protect the Franchise System in a World Without Enforceable Non-Competition Covenants
4. BASICS TRACK: International
5. RELATIONSHIP TRACK: Marketing Funds and Local Marketing – Do's and Don'ts to Promote System Harmony while Promoting the Brand
6. TRANSACTIONAL TRACK: Hot Topics in Anti-Trust Law

4:15 pm

Legal Symposium Adjourns

PROGRAM HIGHLIGHTS



Welcome & General Session

Welcome:

Karen Satterlee, SVP and Assistant General Counsel, Asia Pacific, Hilton Worldwide Holdings, Inc.

General Session:

CEOs Address the State of Affairs in Franchising

A panel of CEOs from top franchise brands will discuss current key issues and challenges for successful franchise operations in 2024. The franchise experts will share best practices and creative approaches to addressing everything from new policies and standards, labor shortages and the ever-changing employment-related laws, to supply chain disruptions and changing priorities, as well as franchise relationship issues, and much more.

Moderator: **Matt Haller**, President & CEO, International Franchise Association

Speaker: **Steve Hockett**, CEO, Great Clips, Inc. & Chair, IFA Board of Directors; **Roz Mallet**, President & CEO, PhaseNext Hospitality; **Jon Shell**, Interim President and CEO, Neighborly

Boxed Luncheon & Roundtables

Our roundtables provide a unique opportunity for you to sit down with your peers and share tips, challenges, solutions and best practices on a wide range of franchise law and business topics. New this year, we have added non-legal franchise business facilitators to this session.

General Session: Judicial Update

Join us for the always popular Judicial Update where our speakers will identify key franchise legal trends that are impacting the franchise community and examine what the most important cases mean for the future of franchising's legal and business operations.

Moderator: **Nina Greene**, Partner, Venable LLP

1. Joint Employer & Misclassification:

Speaker: **Henry Pfutzenreuter**, Shareholder, Larkin Hoffman

2. International Franchise Developments from Around the World

Speaker: **Graeme Payne**, Partner and Head of Retail & Consumer; International Co-Head of Franchising and Distribution, Bird & Bird LLP

3. What You Should and Shouldn't Do: Fraud and Disclosure?

Speaker: **Beata Krakus**, Partner, UB Greensfelder

4. Recent Developments in Privacy & Data Law

Speaker: **Tedrick Housh**, Partner, Lathrop GPM LLP



PROGRAM HIGHLIGHTS *(continued)*



General Session Luncheon on Washington, DC Issues with IFA Government Relations

The Federal Trade Commission is scrutinizing franchising like never before, the U.S. Department of Labor has written a new regulation of independent contractors, and the NLRB has revived joint employer liability expansions. These policies and others headline how there are perhaps more threats to the franchise business model in Washington, DC and nationwide than ever before. IFA's Government Relations team and other regulatory experts will provide a 2024 election year forecast on what's coming around the corner to help you advise your clients.

Speakers: **Sarah Davies**, General Counsel, IFA; **U.S. Representative Kevin Hern** (R-OK-01) **Michael Layman**, Senior V.P., Government Relations & Public Affairs, IFA

RISING LEGAL PROFESSIONAL PROGRAM

Presentation Topic: Business Partner Practices: How franchise legal professionals can build effective relationships with business team members.

This professional development program was introduced last year for rising legal professionals with up to 5 years' experience in franchise law. Meet up with colleagues in a similar stage career as yours. Gain insight on what various franchise business team members do within their organization and how their roles may intersect with franchise law. Explore examples of tools and solutions franchise business team members may want from their franchise legal professionals. Identify different communication styles and mediums and discuss best practices for developing and maintaining relationships with franchise business team members.

Moderator: **Setareh Deljo-Roland**, Associate, Plave Koch PLC

Speakers: **TBA**

BREAKOUT SESSIONS

A Survey of Franchise Sales Programs

Franchisors are finding it more difficult to sell franchises for various reasons, including a tightening economy and increased competition. As a result, franchise sales programs are becoming more creative and are taking various shapes and sizes. This program will provide a survey of these franchise sales programs, identify the common terms found in these programs, and provide a discussion of best practices in the implementation and operation of these programs. Additionally, the presenters will discuss the effect of state franchise discrimination laws, current litigation, and the potential effect of the Supreme Court's recent decisions on these programs.

Moderator: **Joseph Fittante, Partner**, Larkin Hoffman

Speakers: **Jason Bauman**, Associate General Counsel, Planet Fitness; **Leslie Curran**, Partner, Plave Koch PLC; **Brian Schnell**, Partner, Faegre Drinker

Brand-emonium!

The past few years have seen a proliferation of new brands pop up, particularly in the hotel industry and fast casual dining. How do these new brands impact existing brands under the same family/parent company and respective existing agreements?

Moderator & Speaker: **Paul Woody**, Partner, UB Greensfelder

Speakers: **Bryan Couch**, Partner, Connell Foley LLP; **Sarah Powell**, Executive Vice President, General Counsel and Secretary, GoTo Foods;

Corporate Counsel Summit

Top of mind Issues for In-house legal departments. Four General Counsel speakers to talk about their biggest challenges in-house, what they expect the law department of the future to look like, best practices with budgeting, using OSC, etc.

Speakers: **Kerry Bundy**, VP General Counsel and Corporate Secretary, Great Clips; **Carl Hurwitz**, Vice President and Assistant General Counsel, Marriott International; **Stephen Polozola**, Chief Legal Officer, Unleashed Brands; **Susan Tegt**, General Counsel, Scooter's Coffee

Critical Issues in International Dispute Resolution: What You Plan for When Everyone is Still Happy

International dispute resolution has its own special challenges. As the relationship between the parties begins, it is always difficult to plan for disputes should they arise. What are the pros and cons of arbitration and litigation, and does that depend on the location of the franchised business? In addition, while the initial reaction of many franchisors may be to require that disputes be resolved in the franchisor's home jurisdiction, that may not be practical if the main goal is to actually enforce the judgement.

Moderator & Speaker: **Mike Joblove**, Partner-In-Charge Florida Offices, Venable LLP

Speakers: **Anne Jasorkowski**, Lead Counsel, Senior Director – North America Franchising, Subway; **Melanie Willems**, Head of International Arbitration, Haynes and Boone CDG, LLP

BREAKOUT SESSIONS *(continued)*

Dealing with Franchise Systems in Distress

Higher interest rates create stressors and limit options for franchise systems facing financial challenges. This program will examine franchisor responsibilities and options in the zone of insolvency, including financing, sales, and bankruptcy.

Moderator: **Alison McElroy**, CEO and Founder, Kaleidoscope Growth Advisors, LLC

Speakers: **John Gotaskie, Jr.**, Partner, Fox Rothschild LLP; **Bradford Sandler**, Partner, Pachulski Stang Ziehl & Jones LLP

Effective Advocacy: The Role of Government Relations in Franchising

Protecting the franchise model means more than just objecting to ever-increasing government regulations. It requires the franchise community come together to engage in “responsible franchising”. As our IFA Chair David Humphries recently stated, “franchising only works when everyone succeeds together”. But how does the franchise community execute against this vision? Having an effective government relations strategy is necessary to protect the integrity of the franchise model. This program will discuss critical issues government relations teams are facing and how companies without in-house GR may fill the gap. It will also review the steps the franchise community must take to advocate for its interests with federal, state and local elected and appointed government officials. The panel will also discuss how to partner with business and legal leaders to analyze and understand the impacts of legislative and regulatory proposals on franchising.

Moderator: **Carole Angel**, Vice President, Americas Government Affairs, IHG Hotels & Resorts

Speakers: **Beth Jafari**, Vice President, Government Relations, Hilton; **Blaire Luciano**, Head of Government Relations, Planet Fitness; **Jyoti Sarolia**, President & CEO, Ellis Hospitality Group

Fair Franchising Laws

More and more countries are implementing “fair franchising laws” forcing franchisors to alter their business terms. Australia, Germany, and Belgium apply their unfair terms in standard form contracts regulations to Franchise Agreements. The French Regulator is using the country’s unfair competition law to intervene on behalf of French franchisees. Is this a trend that is going to continue? The panel would discuss prominent examples of fair franchising laws and provide an analysis of the most common provisions in standard franchise agreements that will be affected by this legislation.

Moderator & Speaker: **Emily Plakon, Associate**, Quarles & Brady LLP

Speakers: **Babette Marzheuser-Wood**, Partner Head of Franchise Group and Managing Director Global Franchise Solutions, Dentons; **Michelle Momdjian**, Vice President and Senior Legal Counsel, Hilton; **Abhi Dube**, Counsel, Baker & McKenzie

Franchising in the Legislative and Regulatory Spotlight

This session will offer a brief overview of legislative and regulatory history from the inception of franchise laws and regulations to provide valuable context and insights into how this business model and the regulatory environment surrounding it has evolved over time, as well as how the regulatory process works. Attendees will attain a better understanding of whether Franchising as an industry is facing increasing or fundamentally different types of regulation or if recent proposed legislation is consistent with past trends. Speakers will discuss what Franchisors and Franchisees need to do to prepare and possibly adjust.

Moderator & Speaker: **Robert Salkowki**, Partner, Zarco Einhorn & Salkowski

Speakers: **Dean Fournaris**, Partner, Wiggin & Dana LLP; **Svetlana Gans**, Partner, Gibson Dunn; **Theresa Leets**, Assistant Chief Counsel, California Department of Financial Protection and Innovation

BREAKOUT SESSIONS *(continued)*

Hot Topics in Anti-Trust Law

In this session, the panellists will explore the current hot topics in antitrust law as it applies to franchising. Topics include the Seventh and Eleventh Circuits' recent rulings on no-poach clauses in franchise agreements; the DOJ's update to its Leniency policy; the FTC's attempted expansion of power under Section 5, including categories of conduct that the FTC considers unfair methods of competition; and pricing issues.

Moderator: **Michael Sturm**, Partner, Lathrop GPM

Speakers: **Elizabeth Haas**, Foley & Lardner; **Jonathan Grossman**, Antitrust and Consumer Protection Partner, Cozen O'Connor; **Dean Williamson**, Economic Design (former DOJ neweconomist)

How to protect the Franchise System in a World Without Enforceable Non-Competition Covenants

Discussion concerning the optimal ways to protect the franchisor, its proprietary information, and the franchise system in the wake of a potential ban on non-competes, including through confidentiality agreements, liquidated damage provisions, and collateral assignment rights.

Moderator & Speaker: **Lindsay Henner**, Senior Counsel at Caiola & Rose, LLC.

Speakers: **Brian Esser**, Deputy General Counsel, Franchising, Service Master; **Antonia Scholz, Partner**, Cheng Cohen LLC

In House Counsel intensive Practical advice for in-house counsel. (for in House lawyers only)

As in-house counsel, it is critical that you provide practical, useful advice and help business leaders navigate the grey areas that result from a constantly changing legal landscape. In this roundtable format, franchise experts will provide discussion points for relevant hot topics in franchising followed by interactive discussions with your in-house colleagues to share perspectives, experiences and best practices. The program will cover certain key issues with developing policies and processes, assessing risk vs. business needs, and practical solutions in areas such as:

1. The roles of franchisor/franchisee in unit level employment matters
2. Emerging challenges arising in the overlapping areas of marketing, data privacy and technology
3. Ensuring compliant execution of franchise defaults and terminations
4. Issues arising from multi-brand franchisees and multi-brand franchisors

Moderator: **Shelly O'Callaghan**, EVP-General Counsel, Dairy Queen

Speakers: **Harris Chernow**, Partner, Reger Rizzo Darnall LLP; **Alan Greenfield**, Franchise & Distribution Shareholder, Greenberg Traurig, LLP; **Tony Marks**, Partner, Bryan Cave Leighton Paisner LLP

BREAKOUT SESSIONS *(continued)*

It Expired When – Holdover Franchises: What Are the Rules?

It's not uncommon for franchisor and franchisee to continue performing after the franchise agreement term expires. Many presumptions regarding this "post-term" franchise relationship are unfounded. During this session, the panelists will discuss the following:

- What is the legal status of the relationship – e.g., does the relationship automatically end, become month-to-month, or renew in part or full
- Inadvertent expiration, strategies for addressing or ending the relationship
- State relationship law implications
- Post-term considerations – e.g., commencement of the "post-term" and noncompetition covenants, liquidated damages considerations, and implications to the franchisor's purchase rights and lease rider considerations
- Drafting tips and practical considerations for managing the renewal process

Moderator & Speaker: **Danell Caron**, Vice President - Legal, CKE Restaurants Holdings, Inc

Speakers: **Jess Dance**, Shareholder, Global Franchise and Supply Network Practice, Polsinelli; **Evan Goldman**, Founding Partner, The Franchise Firm

Marketing Funds and Local Marketing – Do's and Don'ts to Promote System Harmony while Promoting the Brand

Most franchisors and franchisees agree that marketing and promoting the franchised brand is critical to the growth and success of a franchise system. At the same time, a franchisor and its franchisees often have different (and sometimes contentious) perspectives on where and how to promote the brand, as well as who should control various marketing efforts. This session will provide practical guidance on franchise marketing issues by taking an in-depth look at the purpose of marketing funds and local marketing strategies, franchisor and franchisee perspectives, and the rules and restrictions governing franchise marketing funds and local marketing, including:

- Federal disclosure requirements
- State regulations and requirements
- Administration of Marketing Funds – Permitted Uses, Contribution Issues, Promotions, and Advisory Councils
- Local Marketing Strategies

Moderator & Speaker: **Marisa Faunce**, Partner, Plave Koch

Speakers: **Mark Dady**, Managing Partner, Dady & Gardner; **Tanja Hens**, Of Counsel, Davis Wright Tremaine LLP; **Gerald Wells**, CFE, General Counsel & COO, Rita's Franchise Company, LLC

Not your Father's Franchise Rule? Potential Changes to the FTC Rule to promote "Responsible Franchising"

The FTC Franchise Rule has not been updated for 15 years. Meanwhile, the landscapes of technology, consumer preferences, and the franchisee profile have changed dramatically. IFA and key stakeholders in the franchise community discuss proposed changes to franchise disclosure requirements to promote responsible franchising, including introducing mandatory disclosure requirements for franchise brokers and franchise broker representatives.

Moderator: **Karen Satterlee, CFE**, Senior Vice President and Assistant General Counsel - Asia Pacific, Hilton Worldwide LLC

Speakers: **Sarah Bush Davies**, General Counsel, IFA; **Ron Gardner**, Founding Partner, Dady & Gardner; **David Oppenheim, CFE**, Managing Shareholder, Greenberg Traurig, LLP:

BREAKOUT SESSIONS *(continued)*

State of Unionization: The Intersection of Unions and Technology

Welcome to labor activism of the future. As the events have shown, organizing activity has reached new heights, at unprecedented speeds, by leveraging digital tools, a values-driven workforce, and a labor-friendly administration. This will be a practical discussion of the tug of war that is happening with unions demanding higher wages and more benefits as employers shift to AI and robotics to mitigate rising labor costs.

Moderator & Speaker: **Michael Lotito**, Co-Chair, Littler Workplace Policy Institute and Shareholder, Littler Mendelson

Speakers: **Janet Dhillon**, Experienced Public Company General Counsel and Senior Federal Government Executive; **Bradley Kelley**, Attorney at Law, Littler Mendelson; **Michael Seid, CFE**, Managing Director, MSA Worldwide;

Threats to Franchise Model: Where is Labor Law Taking Us?

This session will explore recent significant developments, trends, changes, and practices for your labor force. Speakers will cover the impending joint employer rule, independent contractor rule and the potential human capital management disclosure rule from the SEC.

Moderator & Speaker: **Michelle Murray-Bertrand**, Associate, Kaufmann Gildin & Robbins LLP

Speakers: **Norm Leon**, Partner, DLA Piper; **Chris Nickels**, Partner, Quarles & Brady LLP

Use of Artificial Intelligence in Franchising and Associated Legal Issues: Avoiding Ethical Minefield

While there may be concerns regarding protecting confidential information, protecting data, using infringing content, and more, AI is here, and its use is inevitable. This session will explore how franchise systems can minimize risks related to AI use and applicable ethical considerations, including model bias, harm and discrimination.

Moderator & Speaker: **Manal Hall**, Franchise Counsel, Dentons

Speakers: **Christine Jackson**, Partner, Osler, Hoskin, & Harcourt LLP; **Charlie Britt**, VP Legal- Global Privacy, Wyndham Hotels & Resort; **Mark McCreary**, Partner, Fox Rothchild

What Do Franchise Litigators Wish Transactional Attorneys Knew About Litigation?

This session will provide insight from litigators for transactional attorneys to consider in FDD and Franchise Agreement preparation, franchise relationships, pre-litigation dispute resolution, and damages analysis and collectability in franchise disputes.

Moderator & Speaker: **Susan Grueneberg**, Partner, Cozen O'Connor

Speakers: **Elizabeth Weldon**, Partner, Haynes Boone LLP; **Eric Yaffe**, Partner, Lathrop GPM LLP

What Do These Common Contractual Words Actually Mean?

Many contract negotiations circle around commonly used but often misunderstood words and phrases like "material," "reasonable," "best efforts," "actual damages," "consequential damages," and so on. Do we really know what these common terms mean (case law may surprise you!) and are they are worth the fight?

Moderator & Speaker: **Joyce Mazero**, Chair, Global Franchise & Supply Network Practice, Polsinelli

Speakers: **Adam Siegelheim**, Attorney, Stark & Stark

BASICS TRACK

Our Basic Track is designed to provide those who are new to franchising, or those simply in need of a refresher course, a solid foundation in the principles of franchise law. A different topic will be offered during each breakout session time slot.

Basics Track: Franchise Litigation

If a franchise relationship is like a marriage, then relationship disputes are also part of the analogy. Litigation arises when the parties are unable to resolve their disagreements by themselves. This session will cover the lifecycle of a franchise action from start to finish. The panel will discuss important procedural considerations, typical claims and defenses, and practical strategies for optimizing your likelihood of success whether in settlement or trial. The topics will include:

1. Pre-filing considerations
2. Forum selection and choice of law
3. ADR: mediation and arbitration
4. Common claims, defenses, and remedies
5. Discovery issues
6. Motion practice
7. Trial themes and strategies
8. Settlement considerations

*Speakers: **Ron Coleman**, Partner, Bradley Arant Boult Cummings LLP; **Max DeLeon**, Senior Associate, Cheng Cohen;*

Basics Track: Handling Defaults and Terminations

Often considered an administrative process, the management of handling defaults and terminations is anything but. Strategy, relationships, and process management are core components of these critical workflows. This session will cover the fundamentals of these workflows and provide practical guidance to reduce risk in a franchise system and to protect the brand.

*Speakers: **Brian Balconi**, Chief Legal Officer, Authority Brands; **Christina Kennedy**, Partner, Foley & Lardner LLP*

Basics Track: International

The International Franchising Basics Track explores the fundamentals of international franchising. We invite you to learn the fundamentals from our panel as they explore the following topics:

- Assessing a franchisor's readiness for international expansion;
- Selecting the countries for development; Deciding on the deal structure;
- Choosing the right franchise partner;
- Key business terms to address;
- Understanding local law and franchise registration / disclosure obligations and trademark requirements

*Moderator & Speaker: **Noah Leszcz**, Partner, Cassels*

*Speakers: **Karen Luna**, Head Counsel, Subway; **Melissa Murray**, Partner, Bird & Bird LLP*

BASICS TRACK *(continued)*

Basics Track: Mergers & Acquisitions

This session will cover the basics associated with a merger or acquisition transaction of a franchise system or franchisee business. Topics addressed will include:

- Motivations driving the decision to merge or acquire a franchise system.
- Preparing the franchise company as it readies itself for sale to optimize the company's franchise value and ultimately, the purchase price.
- What buyers should consider when deciding to purchase a franchise system.
- The deal structure. (Merger vs. Acquisition – Which is Appropriate and Why?)
- Key issues when merging franchise systems.
- Goals of the buyer and the seller in conducting due diligence.
- Negotiating key terms of the purchase agreement.
- Disclosure considerations – FTC, SEC, franchisees and prospective franchisees, employees, etc.
- Post-closing integration.

Speakers: **Grant Marcks**, Partner, Origination, The Riverside Company; **Tiffany McMillan-McWaters**, Deputy General Counsel, Franchise Group, Inc.; **Kendal Tyre**, Partner, Nixon Peabody

Basics Track: Registration & Disclosure

This session introduces the federal and state franchise registration and disclosure laws that franchisors must comply with in offering and selling franchises in the United States. The following topics will be covered:

- What are the federal and state laws that regulate the offer and sale of franchises?
- What information must be included in the Franchise Disclosure Document (FDD)?
- What are the timing and delivery requirements for the FDD?
- Which states require registration of the FDD and what is the registration process?
- What exemptions exist for registration and disclosure under federal and state law?
- What are the requirements for amending and renewing the FDD?

Speakers: **Ashley King, Associate**, DLA Piper; **Kevin Moran**, Vice President and Assistant General Counsel, Hyatt Hotels Corporation

Basics Track: Trademarks & IP

Trademarks, copyrights, trade secrets and other IP are the keystone of franchising. This session will discuss the various types of intellectual property; the role they play in franchising; the treatment they receive in the FDD and Franchise Agreement; how they are registered and protected, and how they are enforced against trademark infringers and franchisees who default.

Speakers: **Chris Bussert**, Senior Counsel, Kilpatrick Stockton; **Max Staplin**, Senior Attorney, Fisher Zucker, LLC

BONUS FEATURES

Each year our task force strives to enhance the Legal Symposium experience to deliver real-world solutions and top-of-the-line value to all who attend. Take a look below at some of the highlights we think you'll enjoy at our 56th Annual Legal Symposium.

Basics Track

Our Basic Track is designed to provide those who are new to franchising, or those simply in need of a refresher course, with a solid foundation in the principles of franchise law. A different topic will be offered during each breakout session time slot.

Rising Legal Professional Program

This professional development program was introduced last year for rising legal professionals **with up to 5 years' experience in franchise law**. Meet up with colleagues in a similar stage career as yours. Build your network, share best practices, and learn from seasoned business professionals how to grow in franchise law.

Ethics Course

We are offering one class on Monday afternoon and Tuesday morning that will be eligible for ethics credits: Use of Artificial Intelligence in Franchising and Associated Legal Issues; Avoiding Ethical Minefields. See listing on previous pages for full details.

IBA/IFA Joint Conference

Do you want to learn more about the current issues facing the international franchise law community? Extend your stay in Washington to participate in the 39th Annual IBA/IFA Joint Conference, May 7-8. Partnering with the International Bar Association's Franchising Committee each year ensures we offer a comprehensive program focused on the latest international franchise law issues. Interactive sessions include a "News from Around the World" update during which expert international franchise law professionals provide a roundup of developments in franchising from some of the world's hottest jurisdictions. Don't miss the annual IBA/IFA Conference Reception and Dinner which many regard as

one of the premier networking events offered all year. By attending the IBA/IFA Joint Conference you will also earn additional CLE and CFE credits. There is a separate fee to participate in this program. For more information and to register please visit:

www.franchise.org/events/2024-ibaifa-joint-conference.

Social Networking & Events

In addition to premier educational content, one of the most important benefits of participating in the IFA Annual Legal Symposium is the opportunity to build relationships with franchise attorneys and business executives. Several networking events are offered during the program. Take advantage of your time away from the office by joining your colleagues at the following social events where the only thing on the agenda is building your portfolio of contacts in the franchise industry.

- Welcome Reception – Sunday evening
- Networking Luncheon – Tuesday afternoon
- Annual Networking Reception – Monday evening
- Refreshment Breaks



REGISTRATION

REGISTER TODAY

<https://www.franchise.org/events/2024-legal-symposium>



Symposium Pre-Registration

Pre-registration for the Legal Symposium closes May 3, 2024. After this date, please register at our On-site Registration Desk during official Registration hours. On-site registrations will be subject to an additional \$100 fee. Advanced registration for individual concurrent sessions is not required. Rooms will be set to maximum capacity and seats are available on a first-come, first-served basis. To register for all programs and events described in this brochure, please visit: www.franchise.org/events/2024-legal-symposium.

What Does Your Registration Fee Include?

- Entry into all educational sessions;
- Extensive course materials;
- Welcome Reception Sunday, May 5
- Continental Breakfast Monday, May 6 and Tuesday, May 7
- Refreshment Breaks Monday, May 6 and Tuesday, May 7
- Lunch Monday, May 6 and Tuesday, May 7
- Networking Reception Monday, May 6
- Symposium opt-in registration lists that will be distributed to all attendees and sponsors, and include their names, companies, titles, phone numbers and email addresses.*

**If you do not want your information included on the registration lists, please select opt-out on your on-line registration form.*

CLE Credits

Your attendance at IFA's Legal Symposium qualifies you for Continuing Legal Education Credits (CLEs) in many states. Details on how to earn credits will be available on-site at the Registration Desk.

CFE Credits

You will earn up to 11.5 IFA Live Education CFE credits toward the completion of the Certified Franchise Executive (CFE) accreditation by attending the IFA's 2024 Annual Legal Symposium.



Hotel Information

You may reserve your hotel room at the Grand Hyatt Washington, Washington, DC by visiting <https://www.hyatt.com/en-US/group-booking/WASGH/G-IFA4>. Our room rate for a standard room is \$369 per night (single or double). The deadline for making reservations is April 5, 2024 (or when the IFA room block is filled, whichever is first.) Once the room block is sold out, reservations will be accepted based on availability.

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