

Strategy and Focus

EABC was originally an EU funded organization and has moved to be self-sustaining. EABC adjusted its Mission Statement. EABC continues to focus primarily on advocacy work, aiming to contributing to building consensus amongst the foreign business community, particularly the European business community supporting trade and investment between the Europe and Thailand and strengthening the Thai economy. EABC has also adjusted its focus to ensure that the interests of SMEs are reflected in its everyday advocacy and engagement work.

EABC will be a leaner organization with a smaller board and more effective harmonisation of advocacy messages with all Working Groups being active.

Board representation; other engagement

As a Trade Association, EABC cannot accept Chambers of Commerce as members. By the consortium partner agreement (which has ended), European bilateral chambers have been a bedrock of EABC and very much involved, including those European chambers representing nations not part of the EU.

EABC recognizes the important role of bilateral chambers. Since EABC's inception, this recognition is necessarily not in the By Laws. Recognition is now via these Operating Guidelines which in substance replace the consortium partner agreement and covers other matters.

A standing invitation applies to all European Bilateral Chambers to participate directly in the direction-setting of the EABC. This may occur in three ways:

First, subject to further analysis of the situation, a bilateral European Chamber may have a representative on the EABC Board (through a company member of EABC) as an Ordinary Director or, where agreed by the Bilateral Chamber where the representative is a Working Group chairperson, via a Special Director where the individual has been selected by the Working Group. As a guideline, a European Bilateral Chamber would not have more than one Director (Ordinary or Special) as a representative. A European Bilateral Chamber may request change of director. The change would be effected in accordance with the ByLaws.

Second, a stakeholder forum (Advisory Council) has been established to meet up to two times per year to include representatives from the EU member states Embassies (where not covered by a bilateral chamber of the same nationality and assuming some commercial – rather than consular only - presence), the EUD and other European embassies with missions in Thailand, all European bilateral chambers (whether or not the chamber has put forward representatives for the EABC Board), and all Working Group chairs (whether or not they are Special Directors), plus other board members.

The Advisory Council inclusion guidelines and rules have been established by the EABC Board which also provides stated objectives of the Advisory Council.

Third, a bilateral chamber (and an Embassy) is encouraged to cause direct participation in Working Groups, so that EABC members participating may increase. Chamber members can thus sit in on Working Groups (initially as observers) to stimulate participation, but Working Groups should continue to be comprised of EABC members. The Specific Part below on Working Groups provides the details.

The Advisory Council is not a substitute for the EABC Board, but is designed to ensure real and meaningful engagement. A key purpose will be the review of policy issues (including 'doing business' issues), intake of policy issues and opportunity for harmonization of policy issues. It is more of an information forum with feedback and recommendation functions and some guidance about EABC activities. The decision making group is the EABC Board and wherever relevant, the General Meeting.

It is intended that no financial responsibility or liability would attach to a European Bilateral Chambers through participation in any way contemplated by this engagement. (EABC is not in a position to indemnify all directors or to take out D&O insurance; the statement is about the chambers, not about the directors and individual director responsibility may apply)

Role of the Board

Being an EABC Director does mean a time commitment and a commitment to participate in board issues and to act in the interests of the EABC as a whole. It is not for everyone as there are other means of engagement.

In the longer term, for board effectiveness, it is intended that the overall size in the long term would be no more than a number to be agreed (suggested is 14) comprising Ordinary Directors and Special Directors. The Board has authority under changes to the ByLaws to set policy rules (in these Operating Guidelines) and to set limits to the number of Directors and Special Directors. Under the By Laws, these Guidelines cannot be applied retrospectively nor the limits aspects used to remove a director from office or a person from being chair of a Working Group.

The expected role and duties of the EABC Board of Directors are:

- I. To guide, set direction and provide strategic leadership for and support the advancement of the EABC in accordance with its By Laws, Mission and these Operating Guidelines
- II. To provide leadership to EABC without involvement in day-to-day administrative issues (unless specifically requested)
- III. To be the primary decision-making body; subject to decisions of a general meeting of members
- IV. To see that the affairs of EABC are conducted ethically and to lead with ethical behaviour
- V. To avoid conflicts of interest. Any potential conflict of interest should be disclosed as early as possible and guidance sought.

- VI. To use all reasonable endeavours to ensure the availability of adequate financial resources, such that EABC succeeds as a self-funded organization
- VII. To use all reasonable endeavours to ensure that EABC has adequate and appropriate staff to carry out its functions and meet its mission.
- VIII. To be accountable to EABC members and stakeholders for EABC's performance
- IX. To ensure that EABC's advocacy agenda is pursuing activities in the interests of EABC and is conducted in ways which enhance the opinion leadership standing of EABC. Thus the Board will take a greater interest in understanding of Advocacy activities and recommended positions.
- X. At all times to be respectful of other Board members, Working Group chairs and members, and EABC staff. Where questions are needed, they are made in an informed and good faith way which does not denigrate others. Unsubstantiated allegations or assertions are not part of appropriate conduct of board members, while respectful, informed, constructive proposals should always be welcome.

The Board operates by consensus wherever possible, with preparation ahead of time, informed engagement and participation. The Board is responsible for its decisions.

What is a Working Group? – Guiding Principles

An important strength of EABC is the Working Group. Generally working groups are inclusive, representative of members in the area of interest which they cover and are generally not dominated by the interests of a single member. They are thus not only representative but are seen to be representative, an important aspect of credibility and reputation of EABC and thus an important ingredient in effectiveness of advocacy work.

Participation in Working Groups is for EABC members. A non member is welcome to participate, invited by the Working Group chair. A non member may be:

- (i) a prospective EABC member, in order to understand the Working Group better, or occasionally as a guest speaker or expert. A non member may be (but need not necessarily be) a member of a chamber of commerce.
- (ii) an Embassy official (whose employer may never be an EABC member). Participation may be as expert advisor or contributor or observer; or
- (iii) Occasionally, a guest speaker or expert, or observer.

For external dialogues with government, or similar meetings, only EABC members may attend. In exceptional circumstances, the relevant Working Group chair (or for meetings affecting more than one Working Group, the Chair of the co-ordinating Working Group) may approve a non member attending, or attending and speaking. It is incumbent on Working Group Chairs to observe all relevant aspects of the Operating Guidelines and to collaborate in cases of multi-Working Group engagements.

In order to maintain and foster these objectives, the Guiding Principles are relevant:

1. The Chairperson should be selected (in accordance with the By Laws) by the representatives of Ordinary Members in the Working Group, or if the Working Group is in a formative stage, by a combination of representatives of Ordinary Members and of reputable companies in the area covered by the Working Group which intend to become Ordinary Members. Selection is usually by voting at a Working Group meeting.
2. At all times the Chairperson should keep an open mind and be receptive to ideas and policy approaches which may be different to his or her own.
3. The Chairperson assisted by the EABC office, shall maintain transparency and visibility in his or her contacts on behalf of EABC and duly advise Working Group members in advance of any proposed government or industry meeting wherever possible to ensure maximum participation, either through inputs to the preparatory materials or in-person participation or (ideally) both. The Chairperson will ensure that the EABC Board is informed of its activities and positions and will ensure that a short summary of relevant activities and policy positions is provided for any board meeting.
4. For external government or industry meetings, key agenda points or talking points (or where appropriate) a draft submission will be prepared in advance for the Working Group to see and contribute to.
5. The Chairperson must separate any direct business interests from the interests of the Working Group, other than the normal case where the interests of the Ordinary Member which he or she represents in terms policy or regulatory outcome may be aligned with the recommendations pursued by the Working Group.
6. Although there is no hard and fast rule for a quorum, at least five Ordinary Members should be represented in any meeting where material policy or regulatory proposals are discussed. Where participation falls below the quorum, the Chairperson must ensure email or other contribution to policy or regulatory proposals is real and effective.
7. The representatives of Ordinary Members participating in Working Groups must continue to observe high ethical standards in business practices and no member may seek to influence the purpose and recommendations of the Working Group in any way which furthers his or her own interests (or those of his or her company) unduly or to the exclusion of other representatives or Ordinary Members.
8. The Working Group should participate in any relevant regional grouping compatible with its aims (eg EU-ABC).
9. Working Groups must continue to take cognizance of similar activities by bilateral chamber members and recognize the positive aspects of such activity such as

widening the participation pool of ideas and broadening opportunities for harmonized messages to be conveyed to government. An Advocacy Group of EABC should work to build consensus on key issues in the foreign business community, in particular in the European business community, recognizing that government may be confused where conflicting messages are received.

10. In accordance with the ByLaws, the chairperson of the Working Group may be a Special Director. It is not mandatory that he or she be a Special Director as participation through the Advisory Council is expected.
11. The chairperson of a Working Group may be asked to cease holding the role of chair by majority vote of a duly convened meeting of the Working Group for that purpose (which may not be the only purpose). The Board may remove such person from being chairperson of the Working Group or holding the office of Special Director in accordance with the ByLaws.
12. The Working Group is expected from time to time to participate in, organize or assist in organizing seminars, talks, conferences etc. The financial objective of such activity should be a positive contribution to EABC, or otherwise as discussed and agreed with the EABC office or EABC Board.
13. Under the ByLaws, the Board has always had the authority to effect special levies for participation in Working Groups. While that has not been used, Ordinary Members participating in Working Groups may consider the benefits of additional sponsorship of EABC via sponsorship package offerings and/or sponsorship of events.

Changes to these Operating Guidelines

These Operating Guidelines may be amended by the board from time to time via a simple super majority (2/3) resolution.