



A Handbook
for Members of
IPA Committees
and Groups

January 2011

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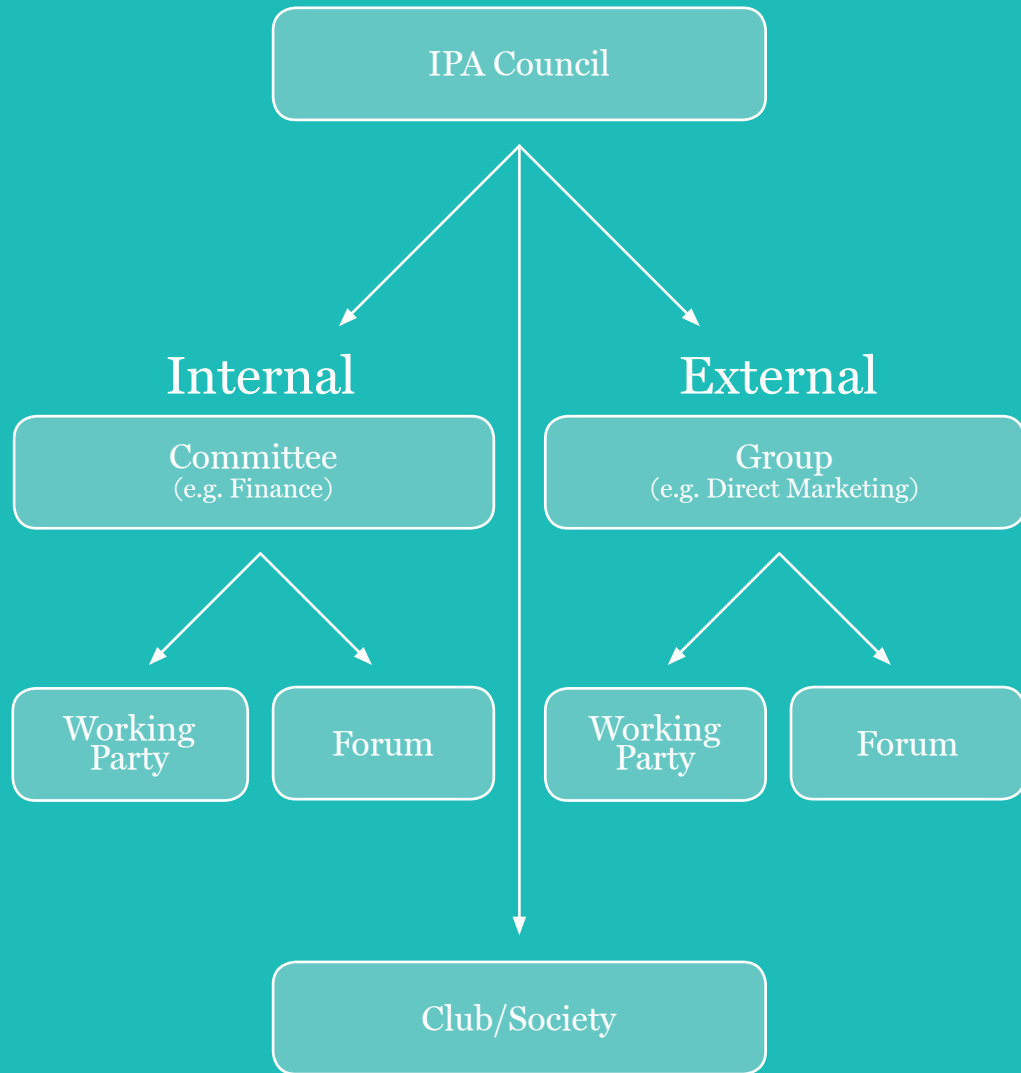
There are currently more than 30 different Committees and Groups within the IPA.

These cover a wide range of activities and interests, some of which relate to internal IPA affairs, and others to the many different agency disciplines and policy issues of IPA members.

In line with IPA policy to ensure the Institute is effective and businesslike in its operations, the objectives of this handbook are:

- To clarify the organisational structure and naming policy of Committees and Groups.
- To give some basic guidelines for members to follow in order to help them manage their expectations and to get the most out of the experience.

We hope you find it useful.
If you have any queries please ring 020 7235 7020 and speak to the Membership Director.



There are five categories:

Council and its Committees

—There are four Committees which are responsible for the internal management and policy of the IPA: Council, Membership, Finance and the ad-hoc IPA Officers' Nominating Committee.

Groups

—IPA Groups represent an external discipline or community (such as Direct Marketing, Healthcare and Media) or focus on an issue (such as Professional Development and the Value of Advertising).

—A Group can only be formed with the permission of Council.

Working Parties

—In order to address a specific issue or task, a Committee or Group can set up a Working Party.

—Working Parties should be issue-/task-specific, temporary, investigative and advisory. They do not have the authority to speak on behalf of the Committee/Group/IPA, unless given approval to do so by their parent Committee/Group and Council.

—Working Parties can invite individuals who are not members of the Committee or Group (but are employed by a member) to participate.

Forums

—A Committee or Group can also set up a Forum to represent a topic or interest (e.g. Ethnic Diversity).

—Unlike a Working Party, a Forum can be permanent or temporary, but it should be an informal body which meets on an ad-hoc basis. Minutes are not required but can be taken and circulated if desired.

—Its role is essentially one of information exchange, networking and idea generation.

—An individual should be appointed to head the Forum.

Clubs and Societies

—A Club or Society is set up primarily for social purposes (e.g. the 44 Club).

—These should be informal bodies, which are at liberty to organise themselves as they see fit, but are ultimately answerable to Council if they carry the IPA name.

Once it has been decided that a new Group is required, the process is:

- A temporary steering group should be formed to discuss composition, chairmanship, remit, agenda, etc.
- The makeup of this steering group can include non-members, but these individuals may not remain on the Group once it has been formally approved by Council.
- A temporary steering group should operate for no more than six months.
- A formal proposal should be prepared for discussion and approval at the first available quarterly meeting of the IPA Council.

[A note on Competition Law](#)

The UK and EU competition laws strictly prohibit contacts, meetings and discussions between competitors where these involve anti-competitive behaviour. As a trade association, the IPA is subject to these rules, and expects all its members to comply with the competition laws. The IPA stresses that it is the responsibility of all its members (and the firms which they represent) to ensure that they act within the law at all times. A full summary of the basic requirements for the benefit of Committee members can be found in Appendix B.

Guidelines for members of Committees and Groups

IPA Committees and Groups are a means by which IPA business gets done.

The purpose of these guidelines is to help Committee/Group members be as efficient and effective as possible by answering some key questions about roles, responsibilities and working practices.

Guidelines for members of Committees and Groups

How are Chairs appointed?

Committees: The chairmanship of the four Committees is pre-determined. The IPA President automatically assumes the role of Council Chairman, and the Honorary Secretary and Honorary Treasurer (posts which are elected every two years) chair the Membership and Finance Committees respectively. The Officers' Nominating Committee is chaired by the immediate past President.

Groups: The chairmanship of a Group should be open to its existing members and is awarded for a two-year period. There can be an election if there is more than one candidate for the position. The appointment of a Chairman requires Council's approval. Wherever possible, Chairs should be resident on Council; if a Chairman is not a Council member, he or she should put themselves forward for election at the earliest opportunity.

How long should Chairs serve?

Committees: The IPA President is Chairman of Council for the two-year period he or she is in office. The Honorary Secretary and Honorary Treasurer chair the Membership and Finance Committees respectively for the length of time they hold their positions. These three positions are confirmed/re-confirmed by Council every year.

Groups: Chairs should normally serve for two years, and for no longer than four consecutive years, unless there are extenuating circumstances.

Should Chairs appoint a Deputy?

Committees: The Honorary Secretary is automatically the Deputy Chairman of Council. The Chairs of the Membership and Finance Committees should appoint their own Deputies.

Groups: Each Group Chairman should appoint a Deputy from amongst the Group's existing members.

The principal role of a Deputy should be to cover for the Chairman in the event of his/her absence and to share the overall workload of the Committee/Group.

What are the guidelines regarding membership of Committees and Groups? Membership of any Committee or Group is limited strictly to employees of IPA member agencies.

In terms of the ideal number of members (Council excepted), 12 is a good target, on the basis that this should be a big enough pool of people to generate an attendance of at least eight for each meeting.

Ideally, there should not be more than one person from the same agency sitting on any Committee or Group.

When anyone sits on an IPA Committee or Group, he/she does so representing his/her views, not his/her agency (i.e. people represent themselves, not their agencies).

Committees: Membership of Council is by election (except for Ex-Officio appointments). Spaces on the Membership and Finance Committees should ideally be limited to Council members; however, the Chairman of either Committee can extend an invitation to non-Council members to join the Committee. In that case the individual chosen must put himself/herself forward for election to Council if he/she wishes to remain on this Committee for more than one year.

Groups: Group membership may or may not require an election, depending upon the demand for places. Any individual seeking to join a Group should contact the relevant IPA Secretariat contact, who should raise the approach at the next meeting.

How should new members be inducted?

New members of a Committee or Group should be inducted by being provided with relevant information such as the remit, agenda, minutes of recent meetings, list of members and the attendance policy for meetings.

Places on Committees/Groups are given to individuals, not agencies, so they are not exchangeable (i.e. a member cannot invite a substitute from their agency to take their place).

Is there a grace period for members?

In the event of a Committee or Group member, including Chairmen and Deputy Chairmen, ceasing their employment with a member agency, they are entitled to continue their involvement for a maximum period of six months from the date of their departure. If by the end of this six-month grace period they have not found employment with a member agency, they will be asked to relinquish their position.

What is the role of the IPA Secretariat?

Each Committee and Group is allocated an IPA Secretariat contact who is responsible for its secretarial, clerical and administrative affairs. This contact will work closely with the members of the Committee or Group, particularly the Chairman, to set the agenda, organise meetings and drive projects through to completion. The IPA has its own guidance notes on how Secretariat members should manage its corporate identity, including how to write minutes.

What are the remits of the Committees and Groups?

Committees: The remits of the Committees are set out in the IPA Memorandum and Articles of Association, which can be found on the IPA website www.ipa.co.uk.

Groups: In broad terms, the remit of any Group is to represent the best interests of its particular discipline or area, and of the IPA, by establishing and supporting best practice guidelines and providing a discussion forum for key issues.

More specifically, it is the responsibility of each Group to set its own annual agenda, which should be approved by the relevant IPA Secretariat contact/Director General. Importantly, this agenda should be in line with the IPA's core objective "to raise the real and perceived value of advertising and marketing communication agencies in IPA membership".

Additionally, when setting an agenda, experience suggests that Groups are better served by doing a few things successfully – such as a seminar, conference or publication – rather than attempting to achieve too much. It also helps to become known for a particular event in the annual calendar, e.g. the IPA Effectiveness Awards, organised by the Value of Advertising Group every November, or the Finance Conference, organised by the Finance Policy Group, which usually takes place in June.

Can a Committee or Group change its name?

Yes, but Council's approval is ultimately required and there needs to be a written rationale supporting any change which should first be raised with the IPA Director General.

Guidelines for members of Committees and Groups

Continued

What are the PR demands?

The Chairman of a Committee or Group may also be called upon from time to time to comment upon a particular issue or topic for PR purposes on behalf of the IPA. The IPA encourages its Committees and Groups to look out for relevant issues to comment upon; however, all press related initiatives (e.g. press releases or letters to the press) must be preapproved by the IPA Press Office before being released in order to ensure a timely release and strategic cohesion with IPA policies and position statements. The IPA Press Office keeps a record of all Committee and Group Chairman press cuttings in order to calculate their annual AVE. For example, the average annual AVE (advertising value equivalency) for the IPA President is over £120,000.

When would Council approval be required?

In the event of a Committee or Group wishing to push through a proposal or initiative relating to IPA policy, the approval of Council is required. The procedure is for the Committee or Group to submit a Briefing Paper to the IPA Secretary for discussion at the next Council meeting

Are non-disclosure agreements mandatory?

Members of Council, who are the legal directors of the IPA, are required to sign a non-disclosure agreement. For all other Committees and Groups, it is up to the Chairman to decide whether this is an appropriate measure.

How should meetings be conducted?

Committees: Council, Membership and Finance Committees meet four times each year (quarterly) at the IPA; the Nominating Committee usually meets in the period prior to the biennial Presidential Election. It is the responsibility of the relevant IPA Secretariat contact to set the dates of these meetings in collaboration with the Committee Chairman. (Further, extraordinary meetings can be convened if deemed necessary.)

Groups: It is the responsibility of each Group to decide when and where it will meet (e.g. monthly, every six weeks, quarterly). Groups may meet at the IPA, at the Chairman's agency, or in rotation at a member's agency. Where a Group normally meets at an agency, it is normal practice for one meeting a year to be held at the IPA.

Agendas and minutes

For all Committee and Group meetings, an agenda should be circulated a week beforehand and, ideally, the Chairman should arrive in time to run through the agenda with the IPA Secretariat contact prior to the meeting.

After the meeting, the IPA Secretariat contact should write up the minutes and send them to all attendees, once approved by the Chairman. The purpose of minutes is to record the key decisions and action points agreed during the meeting, rather than a verbatim record of everything that was said. Ideally they should be written up within 24 hours of the meeting. The IPA has separate guidance notes on minute-taking.

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What's the policy regarding meeting attendance?

The IPA attendance policy is that any Committee/Group member who fails to attend three consecutive meetings should be asked to step down by the Chairman. (Appendix A contains a draft letter to use for this purpose.) There is a demand for places and it is important to ensure that inactive members do not block others who may participate and contribute more fully.

Who covers meeting costs?

The costs of providing refreshments, including breakfast or lunch etc., should be borne by the meeting host.

The IPA will only reimburse travel costs (within reason, and to be agreed in advance) for Regional and/or Scottish representatives attending Council, Council Steering Group, Membership Committee or Finance Committee meetings.

However, many members seek to coincide client business with IPA meetings to avoid the IPA incurring travel expenses.

What role does the IPA website play?

Each Committee/Group/Forum should publish its remit and agenda for the year on the IPA website, www.ipa.co.uk, with a list of its members, with supporting photographs and mini-biographies, the dates of its meetings and past/future activities, i.e. events, seminars or publications.

Working with other Groups

Groups are actively encouraged to work together when they have interests or issues in common to ensure a consistent point of view or direction (e.g. the Direct Marketing and Digital Groups). In situations where close liaison between Groups is required, it may be advisable to hold joint meetings, or for one or more people to serve on both.

Can we use social networking for IPA business?

A formal IPA policy on the use of social networking sites has been written. For a copy of this document, please contact your relevant IPA Secretariat member. If you would like to keep in contact with the IPA via social networks please see our various links on www.ipa.co.uk

What is the IPA's policy on corporate entertaining?

There are no set guidelines laid down for corporate entertaining, e.g. Group Christmas lunches. Each Committee/Group will be looked at on a case-by-case basis and any entertainment requests must have the prior approval of the Director General.

How are Groups funded?

Wherever possible, Groups are expected to fund their own activity (e.g. via ticket sales or a sponsorship deal - this excludes personnel overhead costs). However, the IPA does set aside a limited amount of money each year to fund those initiatives (such as best practice guides) which are unlikely to cover their costs and which have been approved by the IPA beforehand.

Any income that a group makes on its activity will be put into this central pot, to be re-invested at the discretion of the IPA.

In line with the IPA's financial policy, this budget will be closed at the end of the calendar year, meaning that any remaining funds cannot be carried over into the following year.

In the event that a Group arranges a sponsorship deal with a third party, the resultant funds will be limited to that Group's activities only (subject to the terms of the contract).

What is the IPA's policy on speakers?

To keep costs to a minimum, the IPA's policy is not to pay speaker fees. Instead, speakers are offered the opportunity of free PR & publicity.

A draft letter for Chairmen to consider using with regard to the IPA's policy on minimum attendance at meetings. (See page 9)



Institute of Practitioners in Advertising

44 Belgrave Square
London
SW1X 8QS
telephone:
020 7235 7020
fax:
020 7245 9904

Name
Agency
Street
City
Postcode

Date

Dear Name

re: Attendance at IPA (*insert name of Committee or Group*) meetings

As you are aware, the IPA operates a minimum attendance policy with regard to Committee and Group meetings – this is because many people are keen to get involved and there is, therefore, pressure for seats at meetings to be occupied.

I've noticed that you haven't been able to join us for the three most recent meetings of the (*insert name of Committee or Group*) and thought I should raise this issue with you. Of course I appreciate that there are many other demands on your time, and if work pressures or other commitments are proving too much, perhaps we could talk about this.

I'll give you a call in the next few days to have a chat.

Best wishes

Name



President
Rory Sutherland
Director-General
Hamish Pringle
Secretary
Geoffrey Russell
Honorary Secretary
James Goddard
Honorary Treasurer
Graham Golding

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Introduction

The UK and EU competition laws strictly prohibit contacts, meetings and discussions between competitors where these involve anti-competitive behaviour. As a trade association, the IPA is subject to these rules, and expects all its members to comply with competition laws. The following is a brief summary of the basic requirements for the benefit of IPA Committee, Group, Forum and Working Party members, but the IPA stresses that it is the responsibility of all its members (and the firms which they represent) to ensure that they act within the law at all times. In addition to any penalties which may be imposed, even the opening of an investigation into breaches of the rules can raise serious reputational issues for the industry.

Legislation

The Competition Act 1998 prohibits agreements and practices which have the object or effect of restricting competition. It applies to contacts and discussions between members of a trade association, where these involve prohibited matters (see below). There are severe penalties, including fines on both the trade association and its members, and in some cases Directors may be disqualified and individuals can go to prison. The competition regulators (the OFT or its proposed successor and the European Commission) have power to carry out “dawn raids” on companies, homes and vehicles, to search for evidence.

Prohibition

The competition rules strictly prohibit committee members from coming to any agreement, “gentlemen’s agreements”, or informal understandings involving:

- price fixing (including prices, discounts, rebates, credit terms, etc.)
- sharing/allocating customers or territories
- types of activities in which members may become engaged. joint bidding/tendering
- boycotting or blacklisting customers or suppliers
- boycotting or blacklisting other agencies. exclusive dealing with particular customers or suppliers
- fixing of terms and conditions (particularly regarding pricing)
- taking any form of collective action against third parties

These are serious violations of the law, and individuals are personally liable for their involvement in such conduct.

Appendix B

Competition Law Requirements

Continued

Information exchanges

It is also unlawful for competitors to exchange commercially confidential information, in particular:

- prices (including discounts, rebates, etc.)
- customers
- sales
- market share
- suppliers
- supply or purchase terms
- costs (e.g. raw material/labour costs)
- investment
- commercial strategy – i.e. any matter relating to a firm's proposed objectives or intentions in the market place (e.g. acquisitions, disposals, marketing strategy, market exit)

It has been held that exchanging commercially sensitive information at a single meeting is enough to constitute an infringement.

As a rule of thumb, committee members should not discuss or exchange any information which:

- is specific to their firm
- is of a commercially confidential nature (i.e. is not otherwise in the public domain)
- enables the firm to identify the competitive market behaviour of a competitor

However, IPA Committee, Group, Forum and Working Party members are permitted to discuss and exchange general industry data (including market surveys providing information on historical or future trends) which does not identify particular companies.

Permitted activities

Generally speaking, the following activities should not raise problems:

- the development of industry standards
 - provided these are voluntary, open to all firms, and for the benefit of the industry as a whole
- certification (e.g. quality labels) – provided this is based on reasonable and objective requirements
- industry codes of conduct, where these do not have restrictive features
- market research
- sharing aggregated market statistics which do not permit the identification of particular companies
- sharing of publicly available information including press releases, media reports or statistics derived from third parties including government sources
- self-regulatory initiatives which are not restrictive of competition
- industry lobbying (e.g. regarding legislation)
- development of “best practice” guidelines, so long as these do not exclude firms and are not discriminatory
- tabling recommended standard terms and conditions for members – provided there is no obligation for members to adopt these, and also provided these do not include terms which affect price or price related clauses (such as credit or payment terms)

Action

– All meetings should have a clear agenda which is circulated in advance, including the following competition compliance footer:

All attendees must take care to ensure compliance with competition law. See <http://www.ipa.co.uk/competitioncompliance> for the IPA Competition Compliance Statement

– If in any doubt whether an item on the agenda may raise competition law issues, refer the matter to the IPA management/legal department in advance. However, as stated above, it is ultimately each member's own responsibility to be familiar, and to comply, with the law

– Ensure that accurate minutes are taken

– Halt the discussion if in any doubt whether members are departing from the above guidelines. Report the incident to the legal department and discuss if any follow up action is required

– Ensure that any legal advice is clearly marked as being “privileged” – but bear in mind that under EU law it is only communication with external lawyers which is privileged

London Office
44 Belgrave Square,
London SW1X 8QS
Telephone: 020 7235 7020
Facsimile: 020 7245 9904

Regional Office
2 Silvertown Court,
Northumberland Business Park,
Cramlington,
Northumberland
NE23 7RY
Telephone: 0191 300 1490
Facsimile: 0191 250 3580

Scottish Office
Catchpell House,
Carpet Lane,
Edinburgh
EH6 6SP
Telephone: 0131 4677821
Facsimile: 0131 4670099

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