

OPERATING CHARTER
REPRESENTATIVE COUNCIL

1. Challenge:

Continuously seek to improve principal's way of doing business

2. Objective:

The Rep Council exists as an advisory group to provide ideas, information, insight and assistance to principal in developing policies, procedures and strategies in order to maximize sales and customer satisfaction of principal's products.

3. Membership Structure:

One representative from each of seven manufacturers' reps agencies from the United States and Canada invited to serve by principal. Agency size, geographic location, markets served and tenure with principal will be factors for membership selection.

Principal's President and CEO, Vice-President of Sales and Marketing, Director of North American Sales and Director of Corporate Communications – Additional or "guest" personnel will participate as appropriate.

4. Terms:

Three-year staggered, for representatives. The standard term period will run from January 1 – December 31. New members will be selected by principal to fill vacancies caused by reps who retire.

5. Meetings:

Approximately every nine (9) to twelve (12) months, or three times during representative's term.

6. Expenses:

Principal will pay for all transportation, hotel and meal expenses for Rep Council Members in relation to Council meetings.

7. Discussion Topics:

Subjects reviewed by the Rep Council should benefit all agencies collectively. Concerns of individual agencies will be reviewed separately, outside of this forum.

Topics of discussion may include, but not limited to, sales policies, new products, communications, promotions, competition, delivery and service, and sales aids,

Each rep on the Council will be assigned liaison responsibility for specific agencies (approximately 5 – 8 each) to provide input and two-way communication relating to

Council activities. This will include suggested discussion topics that will be consolidated into an agenda for distribution to each Council member approximately 2 – 4 weeks prior to a scheduled meeting.

8. Meeting Follow-Up:

Principal will distribute a summary of each meeting to all rep agencies. Rep members of Council are encouraged to provide their team member agencies with their own feedback and summaries.