



**IFA** INTERNATIONAL  
FRANCHISE  
ASSOCIATION

# 2025 LEGAL SYMPOSIUM

||| MAY 4-6 | WASHINGTON, DC



**Nina Greene**  
Partner,  
Venable, LLP  
*Legal Symposium Task Force Chair*

Dear colleagues,

On behalf of the International Franchise Association and the 2025 IFA Legal Symposium Task Force, I invite you to attend the 57th Annual Legal Symposium on May 4-6, 2025, at the Grand Hyatt in Washington D.C., which explores the past year in franchising and looks forward to where franchising is headed in 2025.

This past year all three branches of government as well as regulatory agencies engaged in activities impacting franchising. The FTC issued Staff Guidance on the imposition and collection of fees from franchisees. While the Supreme Court issued decisions limiting deference to agency interpretation and the regulatory power of federal agencies. Congress passed a resolution repealing the NLRB's 2023 pronouncement of the standard for determining joint employer status only to have it vetoed by the then President and ultimately withdrawn by the NLRB. And it was an election year with the results likely to impact franchising in significant ways because of various initiatives. This year's Legal Symposium dives into the above issues in sessions on "Fees Glorious Fees: What Does the FTC Guidance Really Mean and What is the Potential Impact for Franchise Systems?"; "Franchising Post-Loper, Chevron and Jarkesy: What do the Supreme Court's recent decisions mean to the Franchise Industry?"; and "Joint Liability Standards: Where Does the Franchise Committee Stand Now?" If the history of the past year teaches us anything it is that the upcoming year should be an interesting time for the franchise community. And, indeed it is as you will also be able to participate in forward thinking sessions which explore the use of artificial intelligence in franchise systems as well as the use of social media influencers in advertising franchise systems. And, there is so much more on the agenda, including for those new to franchising or who simply need a refresher session, the always essential Basics Track sessions.

As you can see from the above, there is something for everyone at the 2025 IFA Legal Symposium. You will hear from top legal and business minds on issues important to franchisors, franchisees, and suppliers to the franchise community and discuss franchise topics with them at the always popular roundtables. Equally important you will have the time to network and visit with franchise friends and colleagues from around the world while enjoying Washington, D.C.

Please join us for this year's Legal Symposium, and I look forward to seeing you there.

Sincerely,

Nina Greene  
Legal Symposium Task Force Chair

## 2025 Legal Symposium Task Force

Nina Greene  
*Partner*  
Venable LLC  
(Chair)

Harris Chernow  
*Partner*  
Reger Rizzo Darnall LLP  
(Vice Chair)

Bethany Appleby  
*Of Counsel*  
DLA Piper LLP (US)

Jason Bauman  
*Associate General Counsel, Franchising*  
Planet Fitness

Stephanie Blumstein  
*Senior Counsel, Legal*  
Wyndham

Michael Braunstein  
*Partner*  
Zarco Einhorn Salkowski,  
P.A.

Toni Brown  
*Shareholder*  
Greenberg Traurig, LLP

Cynthia Clark  
*AVP Franchise, Legal*  
REGIS, SuperCuts

Kristin Corcoran  
*VP of Corporate Counsel*  
Marcos Pizza

Max DeLeon  
*Associate Attorney*  
Cheng Cohen LLC

Abhishek Dube  
*Partner*  
Baker & McKenzie LLP

Michael Einbinder  
*Partner*  
Einbinder & Dunn LLP

James Goniea  
*General Counsel*  
Purpose Brands, LLC

Doug Luther  
*Partner*  
Luther Lanard, PC

Babette Marzheuser-Wood  
*Partner*  
Dentons

Dominic Mochrie  
*Partner, Franchise & Distribution*  
Osler, Hoskin & Harcourt  
LLP

Michelle Murray-Bertrand  
*Partner*  
Kaufmann Gildin &  
Robbins LLP

Ariane Panter  
*Senior Counsel, Global Labor and Employment Law*  
McDonald's

Benjamin Reed  
*Partner*  
Plave Koch PLC

Derek Ronde  
*Partner, Toronto*  
Cassels Brock &  
Blackwell LLP

Nadia Sarangi  
*V.P. & Associate General Counsel*  
IHG Hotels & Resorts

Frank Sciremammano  
*Partner*  
Lathrop GPM

Angelo Spinola  
*Partner*  
Polsinelli

Vicente Tome  
*Vice President, Legal, U.S. & LAC*  
Restaurant Brands  
International US  
Services LLC

Johanna Wise  
*Sr. Director, Legal-Franchise*  
Chick-fil-A, Inc.

▶ **REGISTER** [franchise.org/events/legal-symposium](https://franchise.org/events/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



### THANK YOU TO OUR SPONSORS (as of 4.21.25)



### INTERESTED IN SPONSORING THE 2025 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](mailto:ljames@franchise.org) to secure your sponsorship.

REGISTER AT: [franchise.org/events/legal-symposium](https://franchise.org/events/legal-symposium)

1

# SCHEDULE-AT-A-GLANCE

All 2025 Legal Symposium Sessions will take place at the Grand Hyatt Washington in Washington, DC

## SUNDAY, MAY 4

2:00 pm – 7:00 pm	Registration Open
3:30 pm – 4:30 pm	Legal Legislative Committee
4:30 pm – 5:30 pm	Rising Legal Professional Program
5:30 pm – 6:30 pm	Welcome Reception
7:00 pm – 9:30 pm	Speakers' Dinner

## MONDAY, MAY 5

6:45 am – 6:00 pm	Registration
8:00 am – 9:00 am	Breakfast
8:30 am – 10:00 am	Welcome & General Session
10:00 am – 10:30 am	Refreshment Break
10:30 am – 11:45 am	Round #1 - Concurrent Sessions
1.	FRANCHISE GENERAL COUNSEL SUMMIT
2.	TRANSACTIONAL TRACK: Supply Chain Management in Franchise Systems - Legal Risks and Strategies for Compliance
3.	RELATIONSHIP TRACK: Using Brokers and Salespersons to Sell Franchises – OH MY!
4.	LITIGATION TRACK: Is Arbitration Worth It? The Pros and Cons of Arbitration
5.	INTERNATIONAL TRACK: A Taxing Situation: Addressing Tax Issues for International Franchising
6.	BASICS TRACK: Mergers & Acquisitions
7.	BUSINESS TRACK: Antitrust: Pricing Dos and Don'ts
12:00 pm – 1:30 pm	Boxed Luncheon & Roundtables
1:45 pm – 3:00 pm	Round #2 - Concurrent Sessions
1.	INTELLECTUAL PROPERTY TRACK: Practical Application of Artificial Intelligence in a Franchise System
2.	REGISTRATION & DISCLOSURE TRACK: Fees, Glorious Fees: What Does the FTC Guidance Really Mean and What Is the Potential Impact for Franchise Systems?
3.	RELATIONSHIP TRACK: How to Leverage Franchisee Associations and Advisory Councils to Strengthen Relationships
4.	BUSINESS ISSUES TRACK: Beauty or Beast? Positioning Emerging Franchise Brands for Success
5.	TRANSACTIONAL TRACK: Risks, Rewards, and Requirements: Insurance essentials for Franchisors
6.	BASICS TRACK: Trademarks & IP
7.	BUSINESS ISSUES TRACK: Private Equity Consolidators: Are PE-Backed Franchisee Consolidators Changing Franchising?
3:00 pm – 3:30 pm	Refreshment Break & Roundtables
3:30 pm – 4:45 pm	Round #3 - Concurrent Sessions
1.	LITIGATION TRACK: Post-Loper Bright, Jarkesy, and the Major Questions Doctrine: the Impact of Recent SCOTUS Decisions on Franchising
2.	BUSINESS ISSUES TRACK: Joint Liability Standards: Where Does the Franchise Community Stand Now
3.	LITIGATION TRACK: What's New in the World of Noncompetes? Tips to Embrace and Traps to Avoid for the Savvy Franchise Lawyer
4.	BASICS TRACK: Registration & Disclosure
5.	INTERNATIONAL TRACK: A Taxing Situation: Addressing Tax Issues for International Franchising
6.	LITIGATION TRACK: [Ethics Class] The Ethical Issues of Artificial Intelligence/Generative AI on the Practice of Law in 2025
7.	INTELLECTUAL PROPERTY TRACK: Franchise Advertising and the Use of Influencers in Social Media
5:00 pm – 6:00 pm	Networking Reception

## TUESDAY, MAY 6

7:00 am – 4:15 pm	Registration
8:00 am – 9:00 am	Breakfast
8:30 am – 10:00 am	General Session w/ Judicial Update
10:00 am – 10:15 am	Refreshment Break
10:15 am – 11:30 am	Round #4 - Concurrent Sessions
1.	BUSINESS ISSUES TRACK: Joint Liability Standards: Where Does the Franchise Community Stand Now
2.	TRANSACTIONAL TRACK: Risks, Rewards, and Requirements: Insurance essentials for Franchisors
3.	LITIGATION TRACK: What's New in the World of Noncompetes? Tips to Embrace and Traps to Avoid for the Savvy Franchise Lawyer
4.	BUSINESS ISSUES TRACK: Beauty or Beast? Positioning Emerging Franchise Brands for Success
5.	BASICS TRACK: Handling Defaults and Terminations
6.	INTELLECTUAL PROPERTY TRACK: Franchise Advertising and the Use of Influencers in Social Media
7.	BUSINESS ISSUES TRACK: Private Equity Consolidators: Are PE-Backed Franchisee Consolidators Changing Franchising?
11:45 am – 1:15 pm	Government Relations Luncheon Fireside Chat with Chris Mufarrige, Director, Bureau of Consumer Protection, FTC
1:30 pm – 2:45 pm	Round #5 - Concurrent Sessions
1.	TRANSACTIONAL TRACK: Thinking Ahead Before Terminating: Buyback and Rights of the Franchisor When the Franchisee is not Successful
2.	BUSINESS ISSUES TRACK: Antitrust: Pricing Dos and Don'ts
3.	LITIGATION TRACK: [Ethics Class] The Ethical Issues of Artificial Intelligence/Generative AI on the Practice of Law in 2025
4.	BASICS TRACK: Franchise Litigation
5.	BUSINESS TRACK: In-House Counsel Intensive: (open to in-house counsel only)
6.	LITIGATION TRACK: Post-Loper Bright, Jarkesy, and the Major Questions Doctrine: the Impact of Recent SCOTUS Decisions on Franchising
1:30 pm - 3:00 pm	BUSINESS ISSUES TRACK: Proactive Strategies for Franchisors to Prevent Litigation Risk
2:45 pm – 3:00 pm	Refreshment Break
3:00 pm – 4:15 pm	Round #6 - Concurrent Sessions
1.	REGISTRATION & DISCLOSURE TRACK: Fees, Glorious Fees: What Does the FTC Guidance Really Mean and What Is the Potential Impact for Franchise Systems?
2.	RELATIONSHIP TRACK: Using Brokers and Salespersons to Sell Franchises – OH MY!
3.	INTELLECTUAL PROPERTY TRACK: Practical Application of Artificial Intelligence in a Franchise System
4.	BASICS TRACK: International
5.	LITIGATION TRACK: Is Arbitration Worth It? The Pros and Cons of Arbitration
6.	TRANSACTIONAL TRACK: Supply Chain Management in Franchise Systems - Legal Risks and Strategies for Compliance
4:15 pm	Legal Symposium Adjourns

For session descriptions and speakers, see pages 4-11.

# PROGRAM HIGHLIGHTS

## WELCOME & GENERAL SESSION

### Welcome:

**Nina Greene**, Partner, Venable, LLP, Legal Symposium Task Force Chair

### General Session:

#### Using The Language of Trust in a World of Skeptics

In today's unpredictable environment driving cross-border tensions and consumer uncertainty, engendering trust of consumers and franchisees is more critical than ever to maintaining franchise system stability. How can you effectively communicate the current environment where technology has more impact and the media is everywhere, all the time? How do you manage your reputation, create internal alignment among franchisees and implement system changes? How do you address critics, regulators, and the media? Michael Maslansky has done more than a decade's worth of research into what it takes to communicate with a skeptical audience and navigate difficult discussions. His insightful analysis helps you to understand why many communicators fail. And his usable principles for credible communication will help you communicate with franchisees, consumers, and other key stakeholders to drive relationships grounded in trust.

*Speaker:* **Michael Maslansky**, Founder, Maslansky + Partners

#### Franchising 2025: A Fireside Chat with Industry Leaders

IFA Legal Symposium Chair and Venable LLP partner Nina Greene will lead a candid fireside chat with IFA CEO Matt Haller and BNI CEO and IFA Chair Mary Kennedy Thompson as they explore the outlook for franchising in 2025. This discussion will cover the federal and state policy landscape, navigating franchise and customer relationships amid geopolitical uncertainty, labor challenges, the impact of rapid digital transformation, and maintaining human connection in an increasingly automated world. Gain firsthand insights from two of the most influential voices in franchising today.

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

*Speakers:* **Matt Haller**, President & CEO, International Franchise Association;

**Mary Kennedy Thompson**, CEO, BNI, Chair, IFA Board of Directors

## 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.



REGISTER AT: [franchise.org/events/legal-symposium](https://franchise.org/events/legal-symposium)

3

# PROGRAM HIGHLIGHTS (continued)

## 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:* **Harris Chernow**, Partner, Reger Rizzo Darnall LLP

**1. Keeping Up with Current AI Issues & Uses - Oh My!**

*Speaker:* **Zen Eigen J.D., Ph.D.**, Senior Director, Data Science, DLA Piper US LLP

**3. Why Should a Transactional Lawyer Care About Litigation?**

*Speaker:* **Megan Center, CFE**, Partner, Quarles & Brady LLP

**2. What's New in Mexico and Central America?**

*Speaker:* **Jorge Mondragon**, Partner, Perez-Llorca

**4. Franchise Related Vicarious Liability – Wait, What?**

*Speaker:* **Heather Perkins**, Partner, Faegre Drinker Biddle & Reath LLP

## GOVERNMENT RELATIONS LUNCHEON PROGRAM

### Fireside Chat with Keith Sonderling, U.S. Deputy Secretary of Labor and DOL Chief Operating Officer

Prior to joining the DOL last month, Sonderling served as Commissioner of the U.S. Equal Employment Opportunity Commission (EEOC).

*Speaker:* **Keith Sonderling**, U.S. Deputy Secretary of Labor and DOL Chief Operating Officer

### Fireside Chat with Chris Mufarrige, Director, Bureau of Consumer Protection, FTC

The Government Relations General Session will feature Chris Mufarrige, Director, Bureau of Consumer Protection, FTC as he shares insights into the first 100 days of Trump Administration and new FTC led by Chair Ferguson, the priorities of the FTC and Bureau of Consumer Protection, the outlook for enforcement and review of the Franchise Rule, and what lies ahead for the newly-minted FTC Labor Task Force. Join us for this invaluable opportunity to learn how the Commission's evolving policies could shape the future of franchising and consumer protection.

*Speaker:* **Chris Mufarrige**, Director, Bureau of Consumer Protection, FTC

## MEET THE REGULATORS - RISING LEGAL PROFESSIONAL PROGRAM

A fireside chat between two regulators about issues they have seen over the year you wish attorneys knew early on in their career. 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:* **Amy Cheng, CFE**, Partner, Cheng Cohen

*Speakers:* **Dale Cantone**, Assistant Attorney General, State of Maryland; **Theresa Leets**, Assistant Chief Counsel, Franchise Unit, Legal Division, California Department of Financial Protection & Innovation

# BREAKOUT SESSIONS

## Antitrust: Pricing Dos and Don'ts

Consumers have cut back on spending due to inflationary pressures. In response, some franchisors are having pricing discussions with franchisees about retail pricing. The session will discuss antitrust and related federal and state guardrails for franchisors and franchisees engaged in pricing conversations, whether change to U.S. (or state) antitrust law relating to pricing is coming and when, additional developments in pricing and antitrust matters, and what role the government may play in antitrust pricing issues in the near future.

This session will:

- Alert participants to antitrust and related risks when franchisors mandate or otherwise involve themselves in franchisee pricing and promotions;
- Inform participants about possible future legal regulation and other legal developments;
- Help franchisors communicate effectively with franchisees about pricing; and
- Provide practical guidance to franchisors for developing and implementing compliant pricing policies.

*Speakers:* **David Bamberger**, Senior Counsel, DLA Piper (US) LLP; **Kristin Corcoran**, VP of Corporate Counsel, Marco's Pizza

## A Taxing Situation: Addressing Tax Issues for International Franchising

Addressing tax issues in international franchising is a critical topic for businesses looking to expand globally, as tax regulations vary widely across jurisdictions. This session will provide a high-level overview of key tax considerations, such as navigating complex double taxation rules, understanding the concept of permanent establishments, and ensuring compliance with transfer pricing and withholding tax obligations. Attendees will learn about practical tax planning strategies that can mitigate risks and streamline international operations, making this an essential discussion for franchisors aiming to optimize their global tax structures.

*Speakers:* **Robert Clary**, Partner, Baker & McKenzie LLP; **Micheal Graf**, Partner, Dentons; **Amelia John**, Senior Director, International Tax, YUM! Brands

## Beauty or Beast? Positioning Emerging Franchise Brands for Success

Many entrepreneurs who have a great idea or successful business think they should franchise. This interactive session will analyze what makes a successful franchise business and present pain points from franchisor and franchisee counsel about frequently encountered issues with emerging brands, along with advice from franchisor and franchisee counsel on how to effectively address these and others to launch a successful brand.

*Moderator:* **Lee Plave**, Partner, Plave Koch PLC

*Speakers:* **Robert Einhorn**, Managing Partner, Zarco Einhorn Salkowski; **Drew Seid**, Senior Consultant, MSA Worldwide

## Fees, Glorious Fees: What Does the FTC Guidance Really Mean and What Is the Potential Impact for Franchise Systems?

This session will analyze staff guidance and its legal effect on franchisors and franchisees. The session will address steps franchisors should take in response to the Staff Guidance, including in the FDD, and what to consider when rolling out technology to the franchise system and the fees that may go along with the roll out.

*Speakers:* **Dale Cantone**, Senior Deputy Commissioner, State of Maryland (regulator); **Dave Koch**, Partner, Plave Koch PLC; **Nicole Micklich**, Shareholder, Urso, Liguori & Micklich, P.C.

## Franchise Advertising and the Use of Influencers in Social Media

The use of influencers in social media can be a critical component of a franchise system's advertising strategy. This session will explore issues relating to the use of social-media influencers in franchising, including:

1. An overview of the FTC guidelines, and international guidelines, regarding influencers.
2. Unique considerations about using influencers in franchise systems as opposed to corporate networks.
3. Intellectual property considerations.
4. What should be included in various agreements:
  - a. Influencer agreements;

# BREAKOUT SESSIONS (continued)

- b. Franchise agreements; and
- c. Other agreements.
- 5. Use of local or regional influencers by franchisees.
- 6. Crisis management – what to do when an influencer goes off script, or worse.

This session will provide practical and legal takeaways for the use of influencers in franchise systems.

*Speakers:* **Julie Davis**, Global Chief Legal Officer & Corporate Secretary, Taco Bell; **Susan Meyer**, Partner, UB Greensfelder; **Shahin Rothermel**, Partner, Venable

## Franchise General Counsel Summit: What We Need from Outside Counsel

This session will feature a panel of general counsel at a variety of franchise systems. The panelists will discuss what they like and don't like from in-house counsel, and some of the factors they consider in selecting an outside franchise counsel.

*Moderator:* **Sarah Davies**, General Counsel, VP of Legal and Government Relations; Executive Director, IFA Law Center, IFA  
*Speakers:* **Jim Goniea**, General Counsel, Purpose Brands, LLC; **Ariane Panter**, Senior Counsel, Global Labor and Employment Law, McDonald's; **Justin Vartanian**, General Counsel, Planet Fitness

## How to Leverage Franchisee Associations and Advisory Councils to Strengthen Relationships

This session will provide information to franchisor and franchisee counsel on the use of Franchisee Advisory Councils (FACs) and independent franchisee associations to manage the system. Topics covered will be the differences between FACs and independent franchisee associations, reasons that these associations are formed, the legal issues resulting from interactions between associations and franchisors, and a discussion of what happens when associations make demands of franchisors.

*Speakers:* **Fredric Cohen**, Partner, Cheng Cohen LLC; **Keith Miller**, Franchisee, Subway, Past Chairman, North American Association of Subway Franchisees & Principal, Franchisee Advocacy Consulting; **Brian Balconi**, Chief Legal Officer, Authority Brands

## In-House Counsel Intensive

Open to in-house counsel only, this year's program features our traditional three-topic format with more time to engage with your colleagues on issues you are experiencing within your brand's legal department, including:

- **Legal Operations.** Julie Hidalgo, Head Counsel, North America, Subway, will lead a discussion of legal tech implementation, contract lifecycle management, compliance and risk mitigation, and aligning legal objectives with broader business goals.
- **Consumer Regulatory Issues – Focus on Junk Fees and Click-to-Cancel.** Ed Chansky, Shareholder, Greenberg Traurig, will provide practical guidance for brands navigating the evolving landscape of state and federal laws regulating unfair and deceptive fees (aka “junk fees”) and negative option arrangements often used in subscription and membership-based models (aka “click to cancel” laws).
- **Advanced Trademark & IP Issues.** Alex Dourian, Counsel, Hilton, will share challenges and best practices in global trademark portfolio management, including enforcement in high-risk markets and protecting brand assets online as well as social media spaces.

*Speakers:* **Ed Chansky**, Shareholder, Greenberg Traurig; **Alex Dourian**, Counsel, Brands & Intellectual Property, Hilton; **Julie Hidalgo**, Head Counsel, North America, Subway

## Is Arbitration Worth It? The Pros and Cons of Arbitration

This session will take a deep dive into the pros and cons of arbitration, including enforcing arbitration provisions in the face of the Supreme Court's recent arbitration decisions, practical considerations, drafting arbitration provisions in franchise agreements, and litigation concerns.

*Moderator:* **Stephanie Blumstein**, Senior Counsel, Legal, Wyndham Hotel Group  
*Speakers:* **Harold R. Bruno III**, Equity Shareholder, Robinson Waters & O'Dorisio, P.C.; **Daniel Deane**, Litigation Partner, Nixon Peabody LLP; **Lindsey Cooper**, Lead Counsel, Franchise World Headquarters LLC (Subway), In-House Counsel

# ***BREAKOUT SESSIONS*** (continued)

## **Joint Liability Standards: Where Does the Franchise Community Stand Now**

This session will analyze the status of various joint liability standards including where joint employment, independent contractor, and vicarious liability stands in both the federal and state arenas. The session will include an in-depth review of how recent changes in joint employer and these standards are affecting franchise relationships as well as litigation of third-party claims against franchisors and franchisees. The session will then also address and provide practical examples of the application of the joint employer laws to various aspects of the franchise business.

*Moderator:* **Angelo Spinola**, Shareholder, Polsinelli

*Speakers:* **Nicole Buffalano**, Partner, Morgan, Lewis & Bockius LLP; **Mike Cocco**, General Counsel, Synergy Home Care; **Aaron van Nostrand**, Of Counsel, Greenberg Traugott, LLP

## **Post-Loper Bright, Jarkesy, and the Major Questions Doctrine: the Impact of Recent SCOTUS Decisions on Franchising**

This session will explore the Supreme Court's recent decision limiting the level of deference that must be given to federal agency rulemaking efforts and review how the Loper and subsequent decisions have and will impact the franchising model. The panelists will also cover how rulemaking and statutory interpretation has changed at the various federal agencies such as the Department of Labor, Equal Employment Opportunity Commission, Federal Trade Commission, the National Labor Relations Board and the Occupational Safety and Health Administration, as a result. Finally, our panelists will update the audience on the status of legal challenges to critical initiatives impacting all franchise systems such as the standards for joint employment, independent contracting, union organizing and the proposed ban on non-compete agreements.

*Moderator & Speaker:* **Stephanie Maloney**, Chief of Staff and Associate Chief Counsel, US Chamber of Commerce, Litigation

*Speakers:* **Cheryl Stanton**, Chief Legal Officer and Government Affairs Officer, BrightStar Care; **Pratik Shah**, Partner, Akin Gump Hauer & Feld (Tuesday); **James Tysse**, Supreme Court and Appellate Partner, Akin (Monday)

## **Practical Application of Artificial Intelligence in a Franchise System**

This session will feature a panel discussion (several franchise executives and a regulatory / transactional attorney) on the practical application of Artificial Intelligence in franchise systems. The panel will explore what franchise systems are trying with AI tools, what successes they are having, and what challenges they have experienced. Some cutting-edge questions the panel may explore include:

- The use of AI to create sales marketing materials or target potential leads.
- The review of vendor and agency agreements for AI issues and key provisions to include to address AI concerns, including ownership issues and the type of AI that is allowed to be used to create the information.
- The role that franchisees can play in integrating AI into franchise systems, and the extent to which franchisors should permit experimentation with AI at the franchisee level.

*Moderator & Speaker:* **Vincent Frantz**, Attorney, Cheng Cohen LLC

*Speakers:* **Jeff Salter**, Founder and CEO, Caring Senior Services; **John Teza**, CEO, Hand & Stone Massage and Facial Spa; **Lucas Versteegh**, Associate, Franchise & Distribution, Osler, Hoskin & Harcourt LLP

## **Proactive Strategies for Franchisors to Prevent Litigation Risk**

*An Essential Program for Attorneys, C-Suite Executives, and other Franchise Business Leaders.*

We live in a complex environment where litigation can significantly impact a franchise system's relationships, reputation, financial stability, and operational effectiveness. Joint employment, vicarious liability, franchisee recruitment, headquarters, and field support, third party franchise sellers all can create challenges and more frequently than we want to admit, require franchisors to turn to litigation counsel and expert assistance for solutions.

This will be a discussion of how franchise systems can safeguard their organizations from unnecessary legal threats.

- Creating a culture of ethical business decisions.
- The importance of communication - what works and what creates risk.
- Providing the support franchisees need while minimizing legal concerns.

# ***BREAKOUT SESSIONS*** (continued)

- Understanding that the Franchise Agreement is not a management tool.
- What transactional lawyers and businesspeople frequently overlook and
- How to ensure that system documentation can properly educate the court when it must.

*Moderator & Speaker:* **Michael Seid**, Managing Director, MSA Worldwide

*Speakers:* **Don Fox**, Former CEO, Firehouse Subs; **Chelsea Mikula**, Partner, Tucker Ellis, LLP

## **Private Equity Consolidators: Are PE-backed Franchisee Consolidators Changing Franchising?**

This session will examine the pros and cons of large PE-backed multi-unit franchisees within a franchise system and will explore how their presence can change dynamics within the franchise system. The session will also provide practical guidance for counsel working on transactions between franchisors and PE-backed multi-unit franchisees and explore, among other things, contractual terms that require special attention and negotiation and best practices for addressing issues when difficulties arise that challenge the relationship.

*Speakers:* **Jason Bauman**, Associate General Counsel, Franchising, Planet Fitness; **Richard Morey, CFE**, Partner, DLA Piper LLP (US); **Will Woods**, Partner, Baker & McKenzie LLP

## **Risks, Rewards, and Requirements: Insurance essentials for Franchisors**

In an increasingly complex risk environment, having the right insurance coverage is essential for franchisors. This session will explore the key types of insurance franchisors should consider, highlighting critical policy language, coverage gaps, and common exclusions. We will also examine alternatives to traditional insurance in a hardening market, strategies for navigating claims to maximize coverage, and essential provisions to include in franchise agreements and operations manuals. Additionally, this session will cover best practices for auditing franchisee compliance and ensuring risk is effectively managed across the system. Attendees will gain actionable insights to strengthen their insurance strategies and safeguard their brand.

*Speakers:* **Elle Gerhards**, National Co-Chair of Franchising and Distribution Group, Fox Rothschild; **Doug Imholte**, SVP, Franchise Programs, Marsh & McLennan Companies

## **Supply Chain Management in Franchise Systems - Legal Risks and Strategies for Compliance**

The session will explore the legal and business challenges in managing supply chains within franchise networks, including navigating the internal and external relationships that impact the overall optimization of the franchise system's supply chain. The session will explore the differences between franchisor-managed supply chain systems, versus those managed by purchasing cooperatives, and analyze best practices for working and communicating with the franchise system under both scenarios. The session will also include a review of the contracting process, transparency and the impact on disclosure requirements, and an overview of how the business and legal teams can and should work together to adapt to changing market conditions to ensure continuity of supply to the system.

*Moderator:* **Toni Brown**, Shareholder, Greenberg Traurig, LLP

*Speaker:* **Kim Magyar**, VP & General Counsel, Retail, McLane Company, Inc.: **Vanessa Miller**, Partner, Foley & Lardner LLP

## **The Ethical Issues of Artificial Intelligence/Generative AI on the Practice of Law in 2025 (Ethics Session)**

Artificial Intelligence/Generative AI continues to change the way lawyers practice. What do franchise lawyers need to know about the technology, its use by franchise lawyers and the ethical considerations franchise lawyers must understand.

*Speakers:* **Kirk Nahra**, Adjunct Privacy Law Professor, American and Georgetown Law Schools & Partner Wilmer Hale; **Kevin Hein**, Co-Chair, Franchise and Licensing Practice Denver, Akerman LLP

# ***BREAKOUT SESSIONS*** (continued)

## **Thinking Ahead Before Terminating: Buyback and Rights of the Franchisor When the Franchisee is not Successful**

A franchisee sometimes reaches a point where their business is not performing the way the franchisee or the franchisor wants it to perform. However, the franchisee may want to continue to operate while continuing to struggle, which is not ideal for the franchisee or the franchisor. Many franchise agreements contain provisions that allow a franchisor to acquire a franchisee's business upon termination or expiration of the franchise agreement. Many agreements also provide that a franchisor has a right of first refusal to acquire a franchise if the franchisee has a bona fide offer from a third party. This session will explore avenues for the franchisor and the franchisee to work together to find a mutually agreeable exit strategy that addresses the needs and wants of both the franchisor and the franchisees; reviewing the rights under buy-back and right-of-first-refusal provisions; and provide information on how to value the franchise in these circumstances in connection with ending the franchise relationship by termination or expiration. As to rights of first refusal, does the franchisor have to pay on the same terms and conditions as the third party? How can a franchisor address outstanding liens on the franchise assets?

*Speakers:* **Elizabeth McIntosh**, Associate Attorney, Venable LLP; **Doug Luther**, Partner, Luther Lanard, PC; **Mike Brodarick**, General Counsel, PuroClean, Inc

## **Using Brokers and Salespersons to Sell Franchises – OH MY!**

Get up to date on the changes abound with the use of brokers and sales teams. A franchisor's sales team, whether internal or third party, is critical to the success of the franchise system, but brokers and sales team can also cause huge unintended issues for franchisors. The panel will discuss the newly enacted amendment to the California Franchise Investment Law and what that means not only for franchises sold in California but the possibility of other states (or even the FTC) adopting similar laws, and the highly anticipated proposed NASAA Model Broker Registration Act. This session will cover: (i) the circumstances that triggered to need for broker registration legislation; (ii) the role of the broker and salesperson; (iii) the dos and don'ts of using a broker or salesperson; (iv) the risk and reward of using a franchise broker or salesperson; (v) an analysis of deciding whether to use employed or third-party salespersons/brokers; (vi) the steps that franchisors should take to minimize its liability exposure when using a broker and/or salesperson; and (vii) strategies to maximize the franchisor's valuation.

*Moderator:* **Andrew Beilfuss**, Quarles & Brady LLP

*Speakers:* **Theresa Leets**, Assistant Chief Counsel, Franchise Unit, Legal Division, California Department of Financial Protection & Innovation; **Brian Romanzo**, General Counsel, Rep'M; **Tom Wood**, President & CEO, Floor Covering International

## **What's New in the World of Noncompetes? Tips to Embrace and Traps to Avoid for the Savvy Franchise Lawyer**

Noncompetition provisions are a standard component of domestic and international franchise agreements. Franchisors and franchisees rely on them to protect the integrity of their franchise systems. The enforceability of these provisions is often challenged via common law, regulation, and legislation. This session will explore current issues and updates in franchise noncompete enforcement, including: (a) the impact of recent federal, state, and foreign legislation; and (b) recent trends in national and international case law. The session will also examine the traditional common law views and practices of noncompete provisions; how domestic and international franchise legislation and other relevant statutes have addressed certain noncompete issues; and the current status of the FTC's rule on noncompete provisions and if and how it may impact franchising.

*Moderator:* **Peter Snell**, Partner, Cassels Brock & Blackwell LLP

*Speakers:* **Deb Coldwell**, Partner, Haynes & Boone, LLP; **Scott Kuykendall**, Assistant General Counsel, Neighborly; **Jim Susag**, Attorney and Shareholder, Larkin Hoffman Law Firm

# 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 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:* **Michael Einbinder**, Partner, Einbinder & Dunn LLP; **John Gotaskie, Jr.**, Partner, Fox Rothchild

## 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:* **Danielle Diller**, Franchise Attorney, Shankman Leone, P.A.; **Rob Huelin**, Chief Legal Officer, Threshold Brands

## 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

*Speakers:* **Helen Fotinos**, Partner, National Lead of Franchising, Distribution and Retails Groups, Dentons; **Jarina Duffy, CFE**, Counsel, Polsinelli; **Jeremy Liebman**, Deputy General, Krispy Kreme

# ***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:* **Eli Bensignor**, Partner, Lathrop GPM LLP; **Andrae Marrocco**, Partner, McMillan LLP; Eli Bensignor, Partner, Lathrop GPM LLP

## **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:* **Brian Forgas**, Sr. Counsel/Sr. Director – Americas Development & Global Franchise Regulatory, Hilton; **Leah Leipold**, Senior Counsel, Caiola & Rose

## **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:* **Benjamin Van Airdale**, Associate Attorney, Marks & Klein; **Molly Eichten**, Attorney, Larkin, Hoffman Daly & Lindgren Ltd

# 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 is for rising franchise law professionals with up to 5 years legal experience. 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: The Ethical Issues of Artificial Intelligence/Generative AI on the Practice of Law in 2025. 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 40th Annual IBA/IFA Joint Conference, May 6-7. 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 :

<https://www.franchise.org/iba-ifa-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/legal-symposium>

### Symposium Pre-Registration

Pre-registration for the Legal Symposium closes May 2, 2025. 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:

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

### What Does Your Registration Fee Include?

- Entry into all educational sessions;
- Extensive course materials;
- Welcome Reception Sunday, May 4
- Continental Breakfast Monday, May 5 and Tuesday, May 6
- Refreshment Breaks Monday, May 5 and Tuesday, May 6
- Lunch Monday, May 5 and Tuesday, May 6
- Networking Reception Monday, May 5
- 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 10.50 IFA Live Education CFE credits toward the completion of the Certified Franchise Executive (CFE) accreditation by attending the IFA's 2025 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-IFA5>. Our room rate for a standard room is \$369 per night (single or double). The deadline for making reservations is April 11, 2025 (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.



International Franchise Association  
1900 K Street, NW, Suite 700  
Washington, DC 20006  
[www.franchise.org](http://www.franchise.org)

