



EUROPEAN FEDERATION OF PUBLIC SERVICE UNIONS
(EPSU)
Rue Royale, 45
B – 1000 Brussels
Belgium
Tel. : 32 2 250 10 80
Fax 32 2 250 10 99
E-mail : epsu@epsu.org
Website : www.epsu.org

EPSU Guidelines for the trade union role in European Companies (SE)

*These guidelines are based on similar ones the European Metalworkers Federation
has developed.*

Adopted by the EPSU Executive Committee 20 & 21 November 2006

EPSU Guidelines for the trade union role in European Companies (SE)

These guidelines are based on similar ones that were developed by the European Metalworkers Federation

Adoption of Regulation n°2157/2001 of 8th October 2001 on the Statute for a European company, together with Council Directive 2001/86/EC of 8th October 2001 supplementing the Statute for a European Company with regard to the involvement of employees, opens up the possibility of establishing EU-wide active companies once the Regulation and the Directive have been transposed into national law.

This possibility poses a considerable challenge to the EPSU and its affiliates who will now have to develop a common European trade union strategy on the procedure for negotiating information, consultation and participation agreements and their content.

The purpose of these guidelines is to present a comprehensive EPSU strategy which is to be implemented in the negotiations on worker involvement in the SE, based on the ECS Directive. It is recognized that experience with SEs is rather limited at present. These guidelines will be reviewed and adopted in function of the experience and results achieved. The guidelines complement those which exist with regard to European Works Councils. (<http://www.epsu.org/a/125>)

These guidelines are based on the guidelines that were developed by the European Metalworkers Federation. We acknowledge the work our colleagues have put into their development and appreciate that we can use them.

Explanation of the role of EPSU as referred to in the Guidelines on SE companies

The Guidelines make a number of references to a role for EPSU, and for EPSU to take decisions. This issue was discussed further and in more detail at the EPSU EWC Coordinators meeting 26 September 2006. The coordinators recommended the following explanations to the Standing Committee on Public Utilities which adopted them 27 September 2006.

The involved unions in a SE have the main responsibility for organizing the work in SNB. EPSU's main role is to coordinate, monitor, support and facilitate the involved unions. The reference to EPSU in the document is to be understood to refer to EPSU as the collective of all member unions. Ultimately this means that decisions in case of conflicts between unions or in case of differences of interpretation are taken by the EPSU statutory bodies.

Recognising that this in practice is a heavy procedure, it is suggested that EPSU Secretariat can play a facilitating role in case of conflicts, assisting unions and where relevant the Special Negotiating Body to seek solutions.

In case of interpretation of the guidelines, or specific points in the negotiations, again the EPSU Secretariat can assist in facilitating discussion and assist in seeking a solution, possibly also through engaging expertise of others. In such cases, conflicts could be addressed in the EPSU EWC Coordinators.

It is further underlined that:

- The Special negotiating body remains the place where decisions are taken as regards to the negotiations and other relevant issues pertaining to the establishment of the SE and information, consultation and participation; It is those unions involved that have to take these decisions and respecting the guidelines.
- The guidelines are not written in stone and possibly will need to be reconsidered in the light of praxis.

1. Basic principles

1.0. Transposition of the Regulation and the Directive

The EPSU and its affiliates will pay special attention to the transposition of the ECS Regulation and of the Directive on worker involvement since major aspects of the legal provisions will be left to the discretion of the Member States.

1.1. No opt-out on participation

The EPSU is in favour of participation in the SE. It shall not be possible under national law to opt out of participation.

1.2. Level of participation

In negotiations on participation, the EPSU will strive for the highest level of participation. This means that we will refer to the national system that offers the largest number of seats to employee representatives, regardless of whether a dualistic or monistic system is being negotiated.

This will be requested not only during negotiations but also in case standard rules apply.

The qualitative aspect of participation is described in § 4.4.

1.3. United union approach in negotiations

Before negotiations begin, all unions and/or SNB employee representatives concerned should strive to agree common demands for information, consultation and participation rights.

Where differences of opinion arise, the EPSU shall be consulted and requested to take a decision.

1.4. SE Board members : European mandates

The mandate in a cross-border company on the basis of ECS is a European mandate with strong national roots. It is a European trade union mandate that has to cover the complete area of the company and not only those Member States from which the board members come.

This means that there must be a democratic, legitimated, transparent and representative procedure to select worker representatives as Board members. Management shall not be permitted to nominate employee representatives to the Board. The procedure is defined in point 4.2.

Proposals for Board membership have to be developed in close cooperation between the Representative Body, EPSU affiliates and the EPSU. There will always be a need

for committed, motivated and qualified representative candidates who are accepted and trusted at both the national level and European level.

1.5. Experts for the SNB

The SNB should be assisted by at least one trade union expert during negotiations with management. This trade union expert is entitled to attend all SNB meetings with full authority to speak. The company shall bear the costs of the experts.

The decision about the expert(s) should equally take into consideration the following:

1. the currently applicable standard and existing experiences with participation rights at national level
2. the distribution of employment across countries
2. the country in which the company has its headquarters

Should the decision not be clear, the EPSU shall be consulted and requested to take a decision.

1.6. EPSU Coordinators in SE Companies

For each SE company, a trade union coordinator will be appointed who will be the point of contact between the SE and the EPSU. The nomination procedures and role will be as defined in the EPSU resolution on the role of trade union EWC coordinators.

See also: EMF EWC guidelines

1.7. Protection of employee representatives

Members of the SNB, Representative Body and supervisory or administrative bodies shall enjoy the same protection and guarantees provided for employee representatives by the national legislation.

Employee representatives in the supervisory or administrative bodies should be covered by an insurance, which limits their personal responsibility (Ltd. responsibility).

1.8. Confidentiality

In the Representative Body: The rules of confidentiality can only cover such information which constitutes a business secret and has been explicitly declared as such. Confidentiality should be defined in such a way that transmission of information remains possible for the RB members.

In the supervisory or administrative body: see 4.5.

1.9. In the case of restructuring (mergers, acquisitions...)

If an SE acquires or merges with another company, discussions shall be launched on how employee representatives of the acquired or merged company can be integrated into the existing RB and/or participation body structures.

The way of dealing with this point should be part of the agreement reached between the SNB and management.

In the case of restructuring, the RB should be informed and consulted in full conformity with the spirit and content of consultation as defined in the SE directive on employee involvement.

The EPSU will pay special attention to consultation of the RB prior to management's final decision.

- 1.10. EPSU responsibility: establishing an appropriate working structure and ensuring coordination between the members of the RB, the members of the supervisory or administrative organ and the Trade Unions.

An appropriate working structure should be established which allows regular exchange of information between RB members and Board members, before and after any Board and RB meeting, with the inclusion of the EPSU coordinator and the trade unions involved.

This working structure should also be integrated in the agreement reached between the SNB and management, so that financing by management is secured.

- 1.11. The need for a financial regulation

Employee members of the Board have the same rights and duties as the Board members who are appointed by the shareholders. Costs arising from their duties shall be covered by the SE.

A commitment to pay over part of the board remuneration to the European Trade Union movement shall be given by the representatives for the board, in order to receive support from EPSU affiliated unions. The appropriate form shall be developed by the EPSU affiliates and the EPSU. An EPSU working party shall be set up for this purpose.

For this, coordination with the ETUC shall be sought.

ECS and Candidate countries

The EPSU and its affiliates attach the greatest importance to the inclusion of worker representatives from Switzerland, from the EFTA and from accession countries, as full members in the SNB, the RB and the supervisory or administrative organ.

- 1.12. Link with existing EWCs

Where an EWC (or EWCs) exists, it (they) should remain in place as long as no new agreement on the Representative Body has been reached.

Existing EWCs should be kept informed about progress in the SNB negotiations with the SE.

Should an SE be created at the level of a subsidiary (for instance in the case of a joint venture), a clear link should be established between the RB of the SE and the EWC at group level.

- 1.14 If the establishment of the SE leads to the disappearance of national level management structures, then the SE shall nominate management representatives, with authority to act, who will be in charge of the cooperation with the national level employee representative bodies under the relevant national law.

2. Special Negotiating Body

- 2.1. The EPSU shall be informed forthwith by the national affiliates of any company's intention to establish an SE. The EPSU will notify the relevant employee representatives/unions thereof.
- 2.2. Information about the structure of the company, the countries involved, the number of employees as well as the existing systems of participation within the company should be made available as rapidly as possible to the employee representatives and the unions involved. A corresponding request should be addressed to the company.

The company should at the same time provide information on the current state of the SE Statute of the company.

- 2.3. Once the company has officially declared its intention to establish an SE, the unions concerned or/and the SNB or/and the EPSU should announce their willingness to negotiate and conclude with management an agreement covering information and consultation as well as participation rights.
- 2.4. The EPSU should make sure that the allocation of seats and the union representation within the SNB are in conformity with the legal provisions of the Directive.
- 2.5. The SNB should make the best use of the negotiation period in order to reach an acceptable agreement, not only on information and consultation rights, but also on participation rights. This objective is certainly important in those cases where participation rights will not be reached by automatic implementation of the standard rules on participation.
- 2.6. A clear timeframe as well as a schedule of SNB meetings should be agreed with management at the start of the negotiation process.
- 2.7. Regarding the voting rules within the SE SNB, there is a need to analyse the size of the workforce which each SNB member represents. This could be particularly important in cases where several SNB members are from the same country but vote differently. Where there is a disagreement of this kind, it will be necessary to define a method of calculation of the size of the workforce represented by each SNB member. This calculation is also important to determine whether a majority of two-thirds is reached, not only among the SNB members but also with regard to overall workforce figures.
- 2.8. If foreseen in the national transposition law, trade union officials could be elected as full SNB members. It is up to national unions to use this possibility or not. However should the EPSU encounter difficulties in getting an EPSU expert accepted by the SNB, the EPSU strongly recommends to the national affiliated trade unions that they use this legal possibility. This could be a second way of securing trade union involvement in the SNB. National affiliated unions should try to use this legal possibility in those cases.
- 2.9. The SNB, with the support of the EPSU expert, must verify the participation rights that already exist in the different national companies involved. This is important to avoid a reduction of participation rights in the final agreement between SNB and management.
- 2.10. Simultaneous interpretation from and into all relevant languages must be provided for the official RB meeting as well as for the pre-meetings and meetings with the Board

members. Plans to achieve one major working language in the long term through suitable language teaching may not be used to restrict simultaneous interpretation and translation where this is necessary. The costs for translation of all meeting documents shall be borne by the SE.

- 2.11. Training of SNB members and trade union officials prior to the SNB negotiations will be a high priority. Agreement with the future SE should be reached to secure management financing for this training.

3. Information and consultation: setting up of the Representative Body

- 3.1. The EPSU guidelines for EWCs remain valid. However, given the specificities and the improvements contained in the Regulation and the Directive, a number of improved rights should be taken into consideration:

- Improved definitions of information and consultation rights as provided in the Directive on the involvement of employees in the SE
- Competence of the representative body: questions which concern the SE itself and any of its subsidiaries or establishments situated in another Member State or which exceed the powers of the decision-making organs in a single Member State.
- In case of exceptional circumstances the parties should seek agreement
- Right to training

- 3.2. Level of information and consultation: the RB should be set up at the level at which strategic decisions are taken. Where the size and different activities of the SE make it necessary and useful, the aim shall be to set up RBs at divisional level as well.

In these cases, coordination of the various RBs must be ensured.

- 3.3. The term of appointment to the RB shall not exceed 4 years.
- 3.4. A structure for information and consultation between employees and RB members at national level must be set up. This structure should be available at national but also at divisional or regional level where appropriate.
- 3.5. The new definition of consultation in the directive on worker involvement in the SE will give negotiation responsibilities to the RB, certainly in the case of restructuring issues, acquisitions, mergers, etc... In this respect the EPSU will have to clarify how trade unions will be integrated in this negotiation role of RBs.

4. Participation

4.1. Highest level of participation

The SNB, trade unions or EPSU will, according to the Statute, not be directly involved in the company's choice between a monistic or dualistic system. In any case we will try to achieve the highest level and quality of participation during the SNB negotiations, and this in accordance with existing national participation rights (see 1.2.).

4.2 Election

When employee participation is secured, the SNB will negotiate with the SE the procedure for election of board members.

The following provisions will be taken into account by EPSU affiliates and in the SNB negotiations:

- The representative body shall in close cooperation with the EPSU endorse those employee representatives who are appointed or elected in accordance with respective national systems and proposed by local and/or national unions.
- In accordance with national traditions at least one-third of the employee representatives on the Board can be proposed by the trade unions involved in the company.
- An employee representative of a principal or parent company shall also be taken into consideration for representation in the board of the subsidiary SE.
- In order to secure cross-cultural experience and influence, employee Board members shall always be from at least two countries.

For each full member in the Board, a deputy should be elected.

If the negotiation between the SNB and management fails, and if a sufficient number of workers are already covered by participation prior to the agreement, the standard rules leave it up to the Member States' transposition laws to define the election procedure for Board members.

Board membership is accessible to employee representatives as well as to trade union officials. This will depend on the SNB agreement or, in case standard rules apply, the applicable national transposition law.

The election of board members must not be influenced or decided by the company management. Management will provide the personnel and equipment required for the election and bear the associated costs.

4.3 Term of office

As provided for in the regulation, the term of office for an employee representative shall be determined by the RB/SNB which has appointed him/her.

The term of office may not exceed four full financial years. The term of the mandate shall always be fixed in such a way that it concludes with the annual general meeting.

4.4 Role and duties in the board

The SE Board shall be informed and consulted on all economic, financial, social and strategic discussions and decisions of the SE. In all context of consultation and decision-making processes, it is the duty of the employee representatives to represent the interests of the workforce.

The SE board members also have a responsibility to the company.

The roles and duties of board members are described in the annex. This is a first attempt to describe these functions in the existing monistic and dualistic systems.

4.5 Confidentiality

The employee representative shall have the right to transfer confidential information to the body which appointed him/her, as well as to officials in his/her member organisation and to other legal advisers, provided that he/she informs the recipients at the same time that the information is confidential and may not be disclosed to anyone else.

4.6. Facilities

Employee representatives in the participation board must have access to all facilities to fulfil their tasks as board members.

Employee representatives shall have the right to visit all the company's plants and other facilities with no restriction on meeting local shop stewards etc...

Employee board members shall have the right to invite external experts to prepare for the Board meetings.

5. Training

- 5.1. Trade union training should be organised as from now. It should be organised not only for employee representatives but also for trade union officials at all levels. It is important that representatives of all trade unions have a better knowledge and understanding of all existing participation systems in Europe.
- 5.2. This trade union training programme shall be elaborated by the EPSU affiliates in close cooperation with the EPSU. The EPSU also has to monitor and, if possible, organise bilateral or European trade union training programmes.
- 5.3. Suitable training has to be organised for SNB members (prior to and during SNB negotiations), the RB members and the Board members.
- 5.4. The training for these different groups should be an intensive and continuous programme.
- 5.5. This training programme has to be part of the SNB agreement. The content of the training should be an exclusive decision of the employee representatives and the trade unions involved. All costs shall be borne by management.

ANNEX to point 4.4

Role and duties of employee representatives in the European Supervisory Board

Appointments

- Appointment of the CEO and the entire management board may not be made against the will of the employee representatives on the Supervisory Board.
- Appointment of an executive director for “labour and social affairs” as member of the board.
- The right to nominate a labour director as a consultation and negotiation partner for the national bodies in order to replace the defunct national management structures.

Reports to the Supervisory Board

- Corporate strategy (and possible changes)
- Planning, medium-term planning
- Changes in the annual business plan
- Budget for the next business year, in particular investments, R & D, manpower planning etc.
- Changes concerning the budget
- Risk management, profitability
- Management decisions with a possible high impact on profitability and liquidity
- Extension of the report to include coverage of the operations of affiliate companies

Annual accounts and audit of the accounts

- Appointment of an independent auditor
- Auditor’s report on the annual accounts
- Approval of the annual accounts

Business matters requiring approval

- Budget for the next business year
- Strategic plans concerning production, turnover and results
- Investment planning
- Planning of important cost reducing programmes and rationalisation
- Questions concerning the location (closure/opening, substantial changes in the size of plants and/or the workforce)
- Transfer of the entire or major parts of the company to other companies within or outside the SE
- Changes in the corporate structure (disposals/acquisitions) including new production and development programmes and new branches or the close down of existing structures
- Acquisition or disposal of properties
- Changes in the business organisation
- All kinds of company business contracts
- Credits, guarantees
- Powers of attorney

Competence and duties of the Board of Directors in a monistic system

1. A deputy for an employee representative is entitled to be present and express his view at meetings of the board of directors and the company's shareholders meetings, notwithstanding that the member are present.
2. The board of directors shall be entrusted with the organisation of the company and the management of the company's operations.
3. The board of directors shall ensure that the company's organisation in respect of accounting, management of funds, and the company's financial position in general includes satisfactory controls.
4. The board of directors shall issue written instructions setting forth the allocation of duties between the board of directors and the CEO and any other bodies which the board of directors may establish.
5. The Board of Directors shall regularly assess the company's financial position and, where the company is the parent company for a group of companies, the group's financial position.
6. The board of directors shall, on an annual basis, adopt written procedures governing its work. The work procedures shall set forth the manner in which the work, where applicable, shall be allotted among the members of the board of directors, the frequency of meetings of the board of directors, and the extent to which alternate members shall participate in the work of the board of directors and receive notice to attend meetings of the board of directors.
7. Where the work procedures contain instructions regarding the allocation of duties to members of the board of directors, the board of directors shall regularly verify whether the allocation of duties can be maintained in its present form.
8. One of the employees' representatives may be present and participate in deliberations when a matter, which is later to be dealt with by the board of directors, is considered by members of the board of directors, or representatives of the company, specifically appointed for that purpose.
Where a board of directors consists of more than one director, one of the directors shall serve as chairman. The chairman of the board of directors shall lead the board in its work and shall monitor that the board fulfils the duties set forth.
9. The chairman of the board of directors shall ensure that meetings are held when necessary. Where a member of the board of directors or the managing director so demands, a meeting of the board of directors shall be convened.

Appendix

Issue of remuneration

The EPSU Guidelines on SEs state:

1.11 The need for a financial regulation

Employee members of the Board have the same rights and duties as the Board members who are appointed by the shareholders. Costs arising from their duties shall be covered by the SE. A commitment to pay over part of the board remuneration to the European Trade Union movement shall be given by the representatives for the board, in order to receive support from EPSU affiliated unions. The appropriate form shall be developed by the EPSU affiliates and the EPSU. An EPSU working party shall be set up for this purpose. For this, coordination with the ETUC shall be sought.

This issue was discussed in the EPSU Executive Committee 9 June 2006. It was suggested that the guidelines should be accompanied by a brief annex which goes into some more depth on this issue. Following up, discussions have been held with a representative of ETUC and EMF.

What is the problem:

EPSU position is that mandates on SEs are to be considered European, representing the interests of the European rather than the national work force. EPSU guidelines say this explicitly in **1.4. SE Board members : European mandates**

The mandate in a cross-border company on the basis of ECS is a European mandate with strong national roots. It is a European trade union mandate that has to cover the complete area of the company and not only those Member States from which the board members come. This means that there must be a democratic, legitimated, transparent and representative procedure to select worker representatives as Board members. Management shall not be permitted to nominate employee representatives to the Board. The procedure is defined in point 4.2. Proposals for Board membership have to be developed in close cooperation between the Representative Body, EPSU affiliates and the EPSU. There will always be a need for committed, motivated and qualified representative candidates who are accepted and trusted at both the national level and European level.

It is on this basis they, the workers' representatives/ trade union officials will receive support and confidence from trade union representatives from other countries, and on which basis they will be a link between representing workers interest on the Board and the EWC and trade unions of the SE.

Trade union representatives nominated to the Board usually have another job either in the trade union or in the company. If on the Board they thus receive an additional income. Whereas in some countries this additional income is not high, in other cases this can be in the order of 10.000, 25.000 Euros or even much higher. It seems inappropriate for trade union/ work force representatives to keep such additional income.

It is recognised that there are different systems of Board level representation in remuneration in Europe. It is generally believed that in the Nordic countries for example Board level trade union representatives, coming from the work force, receive a yearly allowance which is, depending on the company, several thousands of Euros. It appears these representatives are allowed to keep this additional income.

In the German system, trade union representatives on the Supervisory Board receive as much as the shareholder representatives and this sometimes is high, again depending on the company. The German unions have established a system whereby these representatives

donate a very large part of this to a trade union linked foundation. (Hans Bockler Foundation, HBS) To ensure trade union representatives do this, these representatives have to sign a statement to this effect (otherwise they will not be supported in the elections, or nomination procedures, and for trade union officials it is even part of the employment contract) The unions also operate a “name and shame” list, indicating who has paid, partly paid or not paid at all. This is generally considered to be effective.

If the idea that funds (over a certain amount?) are to be returned to the union movement is accepted, the next issue is where to pay such additional income and what to do with it.

Several solutions could offer themselves.

A Board level representative donates the funds to his or her trade union. Apart from the fact that there is no national (there might be several unions active in the company in the country) or European logic behind this, it also does not allow for resources to be pooled and experiences to be accumulated. The number of mandates a union would hold will be small, even for very large unions in large countries. This is certainly true for many public service trade unions¹. A single union seems not capable of providing the services required to its mandate holders.

The funding could also be donated to national confederations. This certainly would help and especially across sectors. But it will not assist in addressing European problems (departing from a European perspective) and confederations in small countries will not benefit much from this.

A similar argument can be made with regard to donations to European Federations. Resources are pooled at a European level, but not across sectors, and thus not being much assistance to Federations which would not be involved in a large number of SEs, or not even to large Federations given that the number of SEs is and will remain for some time relatively small. And this is compounded by problems over jurisdictions, which federation organises where, or with representatives whose union is affiliated to several Federations active in the same company.

The suggestion of a European fund

Therefore, the general idea is that the remuneration is paid into a European fund. This European fund could be linked to the European Trade Union Institute (which already has an active network on European Companies). The fund could provide a number of services. For example:

- Legal assistance
- Economic and Financial Assistance
- Research
- Training and Education for SE Board members and SE Works Councils
- Insurance

While clear and definite rules are difficult to define, amongst others because of the lack of experience, some general pointers can be made:

- Board level representatives should be allowed to keep a certain sum of funds for representational purposes.
- Where the company does not provide for the insurances to cover the legal liabilities of Board level members, and where no European solutions, provided through the trade unions exist, Board level representatives could cover such insurances out of their remuneration.
- The suggestion here is that Board level members donate the remuneration to European trade union institute (fund). It is unclear to what extent this can be done, and tax free.

¹ The comparison here is with the situation concerning EWCs. While the number of public service unions which have members on European Works Councils is increasing due to privatisation and the commercialisation of public services, the numbers are relatively small.

(ETUC is to explore this). Income taxes should be covered by the remuneration as well (so a representative is not asked to hand over funds and then is requested to pay the taxes him or herself.)

- Board level representatives should pay an amount to a European fund.

Further references:

ETUC's Prague Congress resolution states:

23. *Develop, with the European Industry Federations, a common strategy for the practical implementation of worker participation in the European Company (SE), and ensure European mandating of workers' representatives to managerial or supervisory boards;*
24. *Ensure that a high level of worker participation will be guaranteed in the European Company and that there will be no possibility of opting out;*
25. ***Examine, in relation to the European Company, the concept of a fund into which workers' representatives' remuneration would be paid, subject to binding rules, which should be used for consultation, training and research.***

No progress is made by ETUC as regards the last point. It is understood there is a need to act on this theme.

EMF has a similar position as EPSU.

SE Board members : European mandates

The mandate in a cross-border company on the basis of ECS is a European mandate with strong national roots. It is a European trade union mandate that has to cover the complete area of the company and not only those Member States from which the board members come. This means that there must be a democratic, legitimated, transparent and representative procedure to select worker representatives as Board members. Management shall not be permitted to nominate employee representatives to the Board. The procedure is defined in point 4.2. Proposals for Board membership have to be developed in close cooperation between the Representative Body, EMF affiliates and the EMF. There will always be a need for committed and motivated representative candidates who have the trust and confidence of both the national level and the European level.

1.11. The need for a financial regulation

Employee members of the Board have the same rights and duties as those Board members who are appointed by the shareholders. Costs arising from their duties shall be covered by the SE . A commitment to pay over part of the board remuneration shall be developed by the EMF affiliates and the EMF. An EMF working party shall be set up for this purpose.

EMF has decided that in the mean time, until a final solution is reached, Board members should contribute 5% of their remuneration to an EMF bank account. This would remain blocked until a solution reached.

Positions of Uni-Europe do not give an indication of what they want although there is a reference to the ETUC. The Finnish Council of Trade unions also makes a reference to the EMF position without going into further detail.

The issue is urgent. Several SEs have recently been established such as Allianz, and M.A.N. Suez has announced to become an SE and if a merger with Gas de France would materialise this would still be discussed. And even independent from the development of SEs it is a matter for concern. An example is the merger EON-Endesa. It seems likely (if achieved) that this would also result in Spanish trade union representatives having a seat on the Board of Eon.