Structuring a Successful C&E Department Within the Legal Department

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Meet the Panel

- **Heather Axe**, Assoc. General Counsel & Deputy Compliance Officer
  Korn Ferry International

- **Chris Miller**, North America Regional Compliance Officer
  General Motors

- **Harvey Woodford**, VP, Chief Ethics & Compliance Officer
  Avnet, Inc.

- **Anne Tkacs**, Director of Ethics & Compliance
  Southern Company Gas
Roles and Responsibilities of C&E

1. How do you define the scope of your C&E function?
2. Are any compliance areas out of scope for your C&E function (either by design or necessity)?
3. Does C&E face challenges gaining access to executives or to key information or files?

Relationship with Regulatory and/or Operational Compliance

Highly regulated companies often have dedicated regulatory compliance or operational compliance teams, in addition to C&E departments. . .

1. What legal or regulatory compliance areas of risk does your company manage with the help of specialized regulatory or operational compliance teams?
2. What compliance support services does the C&E function provide to regulatory compliance or operational compliance teams (risk assessment, training, auditing, etc.)?
3. Does the CECO play a role on regulatory compliance or operational compliance governance committees?
Relationship with General Counsel, CEO and the Board

1. How can the CECO maintain appropriate independence while reporting to the General Counsel?
2. How do you assure the CECO has adequate access to the CEO and the Board without undue influence or filtering by the GC, especially in times of difficult decision-making or conflict?
3. What are some indicators that a CECO’s reporting relationship to the GC may be hindering C&E’s mission?

Your Questions for the Panel?