Engaging Your Board
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Educating the Board on their Compliance/Ethics Program Oversight Responsibilities

• What are directors’ responsibilities under the law for oversight of compliance and ethics programs?
  – Duty of Care
  – Tone at the Top
Educating the Board on their Compliance/Ethics Program Oversight Responsibilities, cont’d

• What level of detail is appropriate in reports to the board?
  – Board Members as Informed Decision-makers
  – Charter responsibilities and related documentation
  – Frequency of updates

Getting Board Buy-in and Commitment of Sufficient Resources

• Positive Inspiration
  – Building trust and confidence
  – Developing a consistent reporting rhythm
    • Timing
    • Level of detail
  – Comparative trend reports (e.g. to show whether resources devoted to compliance have mirrored company growth)
Getting Board Buy-in and Commitment of Sufficient Resources, cont’d

- Negative Inspiration
  - Examples of companies sanctioned for lax compliance programs
  - Examples of board members who did not provide effective oversight

Getting Board Buy-in and Commitment of Sufficient Resources, cont’d

- Positive Reinforcement
  - Sharing compliance successes
  - Comparisons to peers
Questions?