

## Appendix A: The 17 Shalls and *Compliance in One Page*<sup>1</sup>

Shall #	FSG Code	Area(s)	CIOP Activity(s)/ Element
1	To have an effective compliance and ethics program, for purposes of subsection (f) of §8C2.5 (Culpability Score) and subsection (b)(1) of §8D1.4 (Recommended Conditions of Probation—Organizations), an organization <b>shall</b> —  (1) exercise due diligence to prevent and detect criminal conduct; and (2) otherwise promote an organizational culture that encourages ethical conduct and a commitment to compliance with the law.	Due diligence—prevent and detect  Promote a culture of compliance and ethics	1–6  5–8
2	Such compliance and ethics program <b>shall</b> be reasonably designed, implemented, and enforced so that the program is generally effective in preventing and detecting criminal conduct.	Designed, implemented, enforced—generally effective	3,5,6
3	The organization <b>shall</b> establish standards and procedures to prevent and detect criminal conduct.	Standards, policies, procedures	3, 6
4, 5	2) (A) The organization's governing authority <b>shall</b> be knowledgeable about the content and operation of the compliance and ethics program and <b>shall</b> exercise reasonable oversight with respect to the implementation and effectiveness of the compliance and ethics program.	Organization, Board oversight and reporting	2, 4, 6, 8
6, 7	(B) High-level personnel of the organization <b>shall</b> ensure that the organization has an effective compliance and ethics program, as described in this guideline. Specific individual(s) within high-level personnel <b>shall</b> be assigned overall responsibility for the compliance and ethics program.	Organization, leadership, responsibility	2, 8
8, 9, 10	(C) Specific individual(s) within the organization <b>shall</b> be delegated day-to-day operational responsibility for the compliance and ethics program. Individual(s) with operational responsibility <b>shall</b> report periodically to high-level personnel and, as appropriate, to the governing authority, or an appropriate subgroup of the governing authority, on the effectiveness of the compliance and ethics program. To carry out such operational responsibility, such individual(s) <b>shall</b> be given adequate resources, appropriate authority, and direct access to the governing authority or an appropriate subgroup of the governing authority.	Organization, responsibility, reporting, resources, authority	2, 6, 8

Shall #	FSG Code	Area(s)	CIOP Activity(s)/ Element
11	(3) The organization <b>shall</b> use reasonable efforts not to include within the substantial authority personnel of the organization any individual whom the organization knew, or should have known through the exercise of due diligence, has engaged in illegal activities or other conduct inconsistent with an effective compliance and ethics program.	Background checks	2,6,8
12	(4) (A) The organization <b>shall</b> take reasonable steps to communicate periodically and in a practical manner its standards and procedures, and other aspects of the compliance and ethics program, to the individuals referred to in subparagraph (B) by conducting effective training programs and otherwise disseminating information appropriate to such individuals' respective roles and responsibilities.	Communication and training	4
13	(5) The organization <b>shall</b> take reasonable steps— (A) to ensure that the organization's compliance and ethics program is followed, including monitoring and auditing to detect criminal conduct; (B) to evaluate periodically the effectiveness of the organization's compliance and ethics program; and (C) to have and publicize a system, which may include mechanisms that allow for anonymity or confidentiality, whereby the organization's employees and agents may report or seek guidance regarding potential or actual criminal conduct without fear of retaliation.	(A) Monitoring and auditing (B) Program evaluation (C) Hotline	6
14	(6) The organization's compliance and ethics program <b>shall</b> be promoted and enforced consistently throughout the organization through (A) appropriate incentives to perform in accordance with the compliance and ethics program; and (B) appropriate disciplinary measures for engaging in criminal conduct and for failing to take reasonable steps to prevent or detect criminal conduct.	Promotion and enforcement, incentives, disciplinary measures	3, 5
15	(7) After criminal conduct has been detected, the organization <b>shall</b> take reasonable steps to respond appropriately to the criminal conduct and to prevent further similar criminal conduct, including making any necessary modifications to the organization's compliance and ethics program.	Appropriate response Continuous improvement	5, 7
16, 17	(c) In implementing subsection (b), the organization <b>shall</b> periodically assess the risk of criminal conduct and <b>shall</b> take appropriate steps to design, implement, or modify each requirement set forth in subsection (b) to reduce the risk of criminal conduct identified through this process.	Risk assessment Continuous improvement	1, 7