Mergers & Acquisitions:
Managing Corporate Compliance through Integration and Organizational Change

Jacki Cheslow, CCEP, CCEP-I, CRM
Director, Business Ethics & Compliance at Avis Budget Group. Jacki holds a BA in Business Assurance and Security from Kaplan University and is a member of the SCCE, the NJ Corporate Compliance Roundtable and ARMA International

Kimberly Y. Chainey, Esq.
Associate General Counsel, Global M&A, Strategy & Innovation at Avis Budget Group. Kim holds a BA from Harvard Radcliffe College, and a JD/MBA from the University of Pennsylvania Law School and the Wharton School of Business.
Compliance’s Role in Due Diligence

- Pre-acquisition involvement
  - Maintain visibility into the acquisition process,
  - Provide input at key decision moments, and
  - Establish compliance as a core integration consideration
  - Risk planning and compliance integration decisions can begin long before the deal closes.
Compliance’s Role in Due Diligence

- But what if you’re not invited in
Due Diligence Checklist

- COMPLIANCE PROGRAM SCOPE
- POLICIES & PROCEDURES
- THIRD PARTY RISK MANAGEMENT
- TONE AT THE TOP
- COMPLIANCE PROGRAM STRUCTURE
- RISK MANAGEMENT
- ISSUES OF NON-COMPLIANCE
- TRAINING & EDUCATION
- AUDIT & MONITORING
- WHISTLEBLOWER
- CONTINUOUS IMPROVEMENT

Compliance Integration Checklist

- What do you need to know?
  - Business Goals
  - Company Priorities
  - Identified Risks
Compliance Integration Checklist

- What do you need to know?
  - Business Goals
  - Company Priorities
  - Identified Risks

- What do you need to see?
  - Policies
  - Training
  - Risk Assessments
  - Regulatory actions/outcomes

Compliance Integration and Remediation
“Integrating two organizations is like trying to build a rocket while its blasting off.”

Anonymous

Key Objectives

- Integrate the new organization into the compliance program and ethical culture
- Identify non-compliant activities and fix them
- Identify and train key employees
Culture

- Respect cultural differences
- Shared values are the key
- Don’t dictate – be flexible

Win Hearts and Minds
Tailor Your Program

Be Specific
Don’t Hesitate

Be Patient

It takes time!
Compliance Checklist

- Consider what’s going to be required for each phase of the program integration and create a checklist:
  - HR Review
  - Legal Review
  - Works Council
  - Languages Required
  - Content Delivery
  - Other Tools Required
  - Timing

Remediation
Tracking and Monitoring

I... NEED... HEEEEEEEELLPPP!

Post-Acquisition Change Management Challenges
Post Acquisition Exhaustion

Change
Timing

Culture
Compliance Risk

- Be Creative
- Be Resourceful
- Be Prepared
- Be Engaged
- Be a Communicator
- Be Patient
- Be a Listener
- Be Flexible
- Be SUCCESSFUL