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

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Compliance’s Role in Due Diligence
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- 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.

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

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

Post-Acquisition Change Management Challenges
Culture

Compliance Risk

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