



**Annual Meeting 2011**  
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## **Managing Corporate Government Relations.**

Politics and government regulation affect every aspect of business profitability and success, often in critical ways.

Corporate legal counsel can advocate successfully in Legislatures, Administrative Agencies, and Courts, at federal, state, and local levels.

How to focus the company's limited resources, including lobbyist management, election advertisement, and political contributions.



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“Government Relations” defined:

Public Policy Advocacy: coaching, writing, communicating.

in 3 Branches: Judicial, Legislative, Administrative.

and at 3 Levels: Federal, State, Local.



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Judicial:

Extraordinary, Equitable Writ of Mandamus.



## Legislative: Who Really Writes the Law?

1. Congress: Office of Legislative Counsel (1918)

House: <http://www.house.gov/legcoun/about.shtml>

Senate: <http://www.senate.gov/CRSReports/crs-publish.cfm?pid='0DP%2BPL%3B%3E%230%20%20%0A>

2. Lawyer-Lobbyists: “Devil is in the Detail”; importance of drafting; “may” v. “shall”.
3. Rules of Drafting: singular, neutral gender, present tense, active voice; references, numbering, expressed intent.



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Administrative: Rule-Writing; Executive Action, ie: Licensure.

“The Fourth Estate:” The Press.

Trade Associations of company: Model Laws, White Papers.

For Effect: Speaker Tip O’Neill: “All Politics is Local.”

ref: Man of the House; the Life and Political Memoirs of Speaker Tip O’Neill with William Novak, 1987.





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## Legal Parameters:

Constitutional Right, Corporate Responsibility vs. Stigma.

1<sup>st</sup> Amendment: “Congress shall make no law ... abridging the freedom of speech, or of the press; or the right of the people peaceably to assemble, and to petition the Government for a redress of grievances.”



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## Legal Parameters:

*Buckley v. Valeo*, 424 U.S. 1 (1976): spending money to influence elections is constitutionally protected free speech.

[http://www.law.cornell.edu/supct/html/historics/USSC\\_CR\\_0424\\_0001\\_ZO.html](http://www.law.cornell.edu/supct/html/historics/USSC_CR_0424_0001_ZO.html)



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## Legal Parameters:

*Citizens United v Federal Election Commission,*  
130 S.Ct. 876 (2010):

Corporate funding of independent political broadcasts in candidate elections cannot be limited under the First Amendment;

Must be independent, and not coordinated with campaign.

<http://www.law.cornell.edu/supct/html/08-205.ZS.html>



## In-House Activity:

Regulatory Survey: How does Value of the Business intersect with Government?

1. Tariffs, Taxes, Incentives, Policies affecting Capital Investment.
2. Environmental Protection Agency, OSHA, Workers Comp.
3. Immigration Visas, Training, Research Funding.
4. Government Contracting.



## In-House Activity:

### Internal Goal-Setting:

1. Managing internal stakeholders: Where inside politics intersect with outside politics. Wrestling with conflicting internal priorities, e.g., local interests and their stakeholders vs. corporate interests and their stakeholders and how these play out, i.e.: decision on where to build a facility.
2. Establishing Realistic Client Expectations.



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## In-House Activity:

### Resources:

Who do we know already? Using Corporate Employees, Customers, Trade Associations.

Coordination, Coaching: Newsletter, Communications, Internal Advocacy.



## Outside Lobbyist:

Legal Definition: Registration Trigger.

1. Evaluate Cost of Compliance.
2. Sales Personnel as “registered lobbyist?”



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Outside Lobbyist:

Distinguish the Political Animal:

“Junkie;” “Sixth Sense;” “Defective Gene;” Hard Worker (vs. Glad-Hander.)

Consensus Building:

Researching, Drafting, Circulating, Vote-Counting.





## Outside Lobbyist:

## Compensation:

Time, Retainer, Benchmarking.

1. Set Lobbyist Goals, Term.
2. Negotiate, Shop the Fee.
3. Hourly Rate, Flat Fee, Retainer (beware Contingent Fees.)



Fourth Branch of Government:  
Hiring an Independent Press Consultant.

Consider the “Cost” to Preserve the Corporate Public Image:

1. Resources.
2. Implementation.
3. Integrated Positions.
4. Coordinated Communications: Owning your Messaging.

Bringing in a Fresh Perspective for Political Press Content.



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Fourth Branch of Government:  
Hiring an Independent Press Consultant.

Insider Knowledge of Editorial Boards.

Broader Constituencies in a Press Battle: Customers, Supply Chain, Shareholders.

Affirmative Use of New Technology: Grassroots, Mass Contact Strategies.



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Political Action Committee: Pay to Play?

Long-Term Outlook: Be Bipartisan; favors Incumbents.

Successful Fundraising: Solicit in Year 1; Expend in Year 2; “drip, drip, drip,” slow, deliberate.

Budget: Spike the Leaders, Minimal to Focus Group.



Political Action Committee: Pay to Play?

Event Attendance: Face, Message (Money is secondary.)

1. Participant in the Process; not Goal-Oriented.
2. Best Practice: Mail in Check.

Manage Expectations: Candidates and Client.



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**Kevin J. Rasch** is a Vice President and Assistant General Counsel with MassMutual Financial Group, a global, growth-oriented, diversified financial service organization. Mr. Rasch is responsible for managing a team of attorneys and lobbyists in the State Government Relations area and is responsible for implementing effective lobbying strategies at the state level that support MassMutual's overall policy positions by influencing key legislators, regulators and stakeholders. Prior to joining MassMutual Financial Group, Mr. Rasch served for two years as the General Counsel to the Honorable M. Jodi Rell, Governor of the State of Connecticut.



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**Paul D. Delva** is Senior Vice President, General Counsel and Corporate Secretary of Fairchild Semiconductor International, Inc. He is responsible for the company's legal affairs as well as its compliance, government relations and corporate responsibility programs. Mr. Delva joined Fairchild in 1999 as assistant general counsel. He was previously a corporate and securities associate at Dechert LLP in Philadelphia, Pa. Mr. Delva is a member and past chair of the U.S. Semiconductor Industry Association (SIA) Public Policy Committee, and is co-chair of the SIA's Law Committee. He is a member of the board of the Institute for Civic Leadership (Portland, Me.) He received bachelor's and master's degrees from Concordia University and Purdue University, respectively, and is a graduate of the Temple University School of Law.



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**Luther L. Liggett, Jr.** served in U.S. Senator John Glenn's Capitol Hill Office; worked for the Ohio Secretary of State, and served at the political level of the Ohio Attorney General's Office. For the last two decades, Liggett has represented private business interests as a registered lobbyist and litigator.