



## 309 Collaboration on Compliance

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**Lucinda P. Long**  
*Senior Vice President & General Counsel*  
Valley National Bank

## Faculty Biographies

### Jeffrey L. Antoon

Jeffrey L. Antoon is the director-financial audit at Johnson & Johnson in New Brunswick, New Jersey. His responsibilities include supervising fraud investigations at Johnson & Johnson companies worldwide, and overseeing government contract and health care compliance audits.

Prior to joining Johnson & Johnson, Mr. Antoon worked in audit roles at Engelhard Corporation and PricewaterhouseCoopers.

Mr. Antoon received a B.S. from Villanova University, and an M.B.A. from the University of Maryland.

### Philip P. Crowley

Philip P. Crowley is assistant general counsel-knowledge sharing systems for Johnson & Johnson in New Brunswick, New Jersey. His responsibilities include oversight of the Johnson & Johnson law department's intranet sites and development of law-related applications of information technology. He also provides support for technology-related initiatives in the department.

Previously, he provided counseling in mergers and acquisitions, securities, corporate, and commercial matters for Johnson & Johnson and its affiliates, and in food and drug law for Johnson & Johnson high-technology medical products affiliates. Mr. Crowley joined Johnson & Johnson from Cravath, Swaine & Moore in New York City where he practiced in the securities and mergers and acquisitions areas.

Mr. Crowley is a member of the board of ACC's New Jersey Chapter and chair of its 21st century law department committee. He is vice chair of ACC's Law Department Management Committee. In New Jersey, he works with the Pro Bono Partnership on legal matters for various non-profit organizations. He also serves on the board of trustees of Stevens Institute of Technology in Hoboken, New Jersey, a private university.

He received a B.S. from Stevens Institute of Technology and an M.S. from Harvard University. He received his J.D. from the Columbia Law School.

### Lucinda P. Long

Lucinda P. Long is general counsel and senior vice president of Valley National Bank, an \$11 billion bank, headquartered in Wayne, New Jersey. Her responsibilities include providing legal advice to senior management on a variety of corporate and substantive areas, managing the legal department, supervising litigation, and participation in bank-wide legal compliance.

Ms. Long previously was an attorney with Lowenstein Sandler in Roseland, New Jersey, where she specialized in mortgage lending and commercial real estate. Prior to practicing law, Ms. Long was an associate professor of political science at Montclair State University in Montclair, New Jersey.

Ms. Long currently serves as vice president and committee liaison for the New Jersey Corporate Council Association (NJCCA). She has previously served as a NJCCA director and as chairman of its small law department committee. Ms. Long is vice chair of the New Jersey Bar Association banking law section, and has previously served as secretary, a director, and chairman of the financial services litigation committee of that section. She also serves as chair of the bank lawyers council of the New Jersey Bankers Association. She recently completed a four-year term as a member of the New Jersey Supreme Court fee arbitration committee, District XI, Passaic County.

Ms. Long received her B.A., with honors, from Mary Washington College. She received her J.D., with honors, from Rutgers University School of Law, where she served as notes and comments editor of Rutgers Law Review and received the award for criminal law. Ms. Long also earned M.A. and Ph.D. from The Johns Hopkins University.



## Session 309: Collaboration on Compliance

**Jeff Antoon, Director – Corporate Internal Audit  
Johnson & Johnson**

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## Johnson & Johnson Overview

- \$50 billion in sales
- 114,000 employees
- 300+ operating units
- Small Corporate groups
- Relatively decentralized operating environment
- High level of people and operational diversion
- Strong company culture, especially with ethics

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## Preventive Measures

- Johnson & Johnson Credo
- Policy on Business Conduct (PBC)
- Annual certification of PBC
- Worldwide Finance and Information Management policies and procedures
- Strong Internal Audit department
- Fraud reporting procedures
- Fraud training for operating units
- Hotlines
- Ethics part of individual performance ratings

## Key Stakeholders

- Legal
- Internal Audit
- Human Resources
- Worldwide Security
- Office of Compliance
- Corporate Finance
- Public Affairs
- Information Management
- Office of Privacy
- Line Management
- External Auditor (PricewaterhouseCoopers)



## Key Assumptions

- Most allegations are either true, or have some factual basis
- Wrongdoing is seldom limited to only one area
- No one has detailed expertise in every functional area

## Why We Need An Integrated Approach

- Investigation can be compromised before it begins
- Legal issues frequently exist, especially in a foreign country
- Wrongdoing can go undetected
- Incorrect conclusions can be reached
- Incorrect disciplinary action can be taken
- Duplicate efforts can occur, thus leading to frustration for investigators and the investigated



## Solutions

- Written, agreed upon protocol for handling investigations
- Discussions prior to initiating any work
  - Who should be notified
  - Who should not be notified
  - Legal issues
  - Delineation of investigative responsibilities
- Maintenance of formal records for all investigations
- Use of Internal Audit as the focal point for reviews
- Written disciplinary ground rules - and involvement of key stakeholders in the decision making process



## Solutions, con't

- Agreement on reasons that will be provided to the subject regarding investigative work
- Use of subject matter experts, especially for reviews not within area of expertise
- Well trained, flexible Internal Audit department
- Allocation of dedicated resources to high risk areas (e.g., 1 full-time Internal Audit resource in Asia)
- Frequent meetings with key internal stakeholders to discuss status of investigations
- Written procedures regarding whistleblower protections



*Session 309:*

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**Phil Crowley – Johnson & Johnson**

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# Integrated Online Risk Management Systems

- **Background**
- **Solution Characteristics**
- **Options**
- **Recommendations**

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## ***Background***

- **Multiplicity of systems**
- **Access issues**
- **Difficulty in getting total picture**
- **Multiple investigators/multiple issues**
- **Senior management information needs**

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## ***Solution Characteristics***

- **Centralized and consistent measurement and benchmarking**
- **Accommodates centralized and decentralized administration**
- **Policy dissemination and certification**

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## ***Solution Characteristics***

- **Tracking of training initiatives**
- **Event management**
- **Online "hotline"**
- **Predictive modeling**
- **Integrated risk management**



## ***Options***

- Manual/Semi-automated systems**
- In-house developed fully-automated systems**
- Third party providers**



## ***Recommendations***

- **Assess Your Information Needs**
- **Identify Common Elements**
- **Identify Business Processes – Re-engineer**

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## ***Recommendations***

- **Prepare to Automate Re-engineered Processes**
- **Monitor Development of Integrated Automated Systems**

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***Session 309:***

# **Collaboration on Compliance**

**Jeffrey Antoon – Johnson & Johnson  
Phil Crowley – Johnson & Johnson  
Lucinda Long – Valley National Bank**

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# **Session 309: COLLABORATION ON COMPLIANCE**

**Jeffrey Antoon – Johnson & Johnson  
Phil Crowley – Johnson & Johnson  
Lucinda Long – Valley National Bank**

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## **COLLABORATION — THE KEY TO COMPLIANCE SUCCESS**

BY  
LUCINDA P. LONG  
VALLEY NATIONAL BANK

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## **WHY IS COLLABORATION ESSENTIAL IN COMPLIANCE?**

- Commonality of applicable laws, regulations and government regulator
- Reality is collaborative by nature
- Thoroughness and accuracy
- Creativity and different perspectives
- Helps to win employees to compliance mode

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- Reduces negative consequences of conflicts of interest, bias and “turfs”
- Fun, bonding and camaraderie
- Counteracts the feelings of being insulted, demoralized and threatened

**RULE: “THERE’S SAFETY IN NUMBERS!”**



## **HOW TO BUILD A CULTURE OF COLLABORATIVE COMPLIANCE**

- Make collaboration the rule, not the exception
- Opportunities for building collaborative culture:
  - Events and meetings



- Employee training
- Employee reward and punishment structure
- Communication networks
- Physical environments



## How to Design a Collaborative Compliance System

**RULE: “COMPLIANCE IS PRIMARILY A BUSINESS ISSUE!”**

**RULE: “BUILD ALLIANCES BEFORE YOU NEED THEM!”**



- Types of significant business risks
- Risk analysis is the key to successful prevention and response in compliance programs.
  - Identification — whom to involve with respect to expertise and control authority
  - Quantification — quantify likelihood and degree of potential harm in order to assess dollars at risk, management seniority needed and amount of resources required



- Tasks:
  - Use collaborative process to identify risks and develop both prevention programs and incident response protocols for each business and operational area
    - Example: AML/BSA Compliance Program
  - Identify key documents and potential evidence associated with each compliance risk



### ● Triage risks

- Legal versus policy violation
- Number of business units adversely affected
- Likelihood of governmental investigations
- Financial significance to overall business
- Number of customers affected
- Potential damages and fines
- Likely amount of negative publicity



**SUMMARY: The primary two goals when analyzing each compliance risk are (a) to design and implement prevention plans, methodologies and teams and (b) to create incident response protocols, methodologies and teams.**





## ● Categories of Protocols

- Prevention versus incident response
- For upward and outward flow of information internally and externally
- For responses to discrete incidents, both predictable incidents and material potential incidents
- For disciplinary actions



## ● For classifying risks

- For measuring effectiveness of compliance programs
  - Audits
  - Monitoring procedures and devices
  - Testing

Need to subdivide protocols with respect to allocation of resources, including assignment of specific responsibilities to different levels of employees



## EXAMPLES OF COLLABORATIVE COMPLIANCE

- Protocols for AML/BSA Compliance
  - Organization and leadership groups
  - Filing Suspicious Activity Reports
- Protocols for Human Resources Compliance
  - Minor claims
  - Employee thefts

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- Protocols for Data Security
  - Standing Privacy Committee
  - Emergency Response Team
- Protocols for Standard Operating Procedures
  - Retail Banking
  - Commercial Lending

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## KEY ROLE OF LAW DEPARTMENT

- Legal and leadership expertise
- Reputation for being fair, objective, solution-oriented and non-judgmental
- More organizational alliances in place
- Organizational knowledge
- Experience in supervising outside resource personnel
- Mission and rules of ethics

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ASSOCIATION OF CORPORATE COUNSEL  
2005 ANNUAL MEETING --SECTION NUMBER 309

## COLLABORATION --- THE KEY TO SUCCESSFUL COMPLIANCE

BY

LUCINDA P. LONG, ESQ.  
VALLEY NATIONAL BANK

### I. Why is Collaboration within an Organization Essential to Creating a Thorough and Effective Compliance Program?

- A. Every business and operational area within an organization has compliance risks and often the same laws and regulations apply to multiple areas.
- B. Investigating, collecting evidence and resolving compliance violations requires collaboration because violations often involve interactions between and among various departments.
- C. In order to identify, understand and address compliance risks, a variety of area experts are needed so that critical issues and people will not be overlooked.
- D. A successful compliance program demands that multiple people and areas be involved in designing and implementing compliance programs and in responding to compliance crises.
- E. Collaboration contributes significantly to building an organizational culture that stresses shared responsibility and values and cooperative efforts to make the business successful.
- F. Investigations of compliance violations are more thorough and more likely to lead to accurate conclusions if one involves all relevant business and operational areas.
- G. Collaborative analysis and discussion often produces higher quality problem solving because of increased creativity and a variety of points of view and practical experiences.

H. Collaboration on compliance (and in a multitude of other areas) is critical to whether a law department will be successful in building the types of long-term alliances it needs to achieve the department's mission.

I. In order to perform all of its functions effectively, a law department must develop an intimate knowledge of the risks, goals, priorities, players, "world views", biases and weaknesses of various business and operational areas. Working collaboratively with people to address a compliance issue that involves them provides an invaluable opportunity to gain that knowledge.

J. If people have prior positive collaborative working experiences with compliance managers, they are more willing to learn compliance policies and procedures, to implement them and to report violations of them.

K. Collaboration on compliance tends to counteract conflicts of interest and to prevent biased handling of problems, thereby promoting consistency in enforcement.

L. It's more fun to solve problems collectively, and emotional bonding and camaraderie are frequent positive side effects.

M. Collaboration tends to reduce inter-area rivalries and desires to "build an empire" or "defend your turf".

N. Compliance collaboration improves an organization's ability to implement change generally because it can counteract reactions by employees that requests for them to change are insulting, demoralizing and threatening.

## **II. How to Create a Collaborative Organizational Culture**

A. Make a collaborative approach to problem-solving be the rule, rather than the exception, within an organization.

B. Organize events and meetings that promote a collaborative culture.

1. Examples: Breakfast with the Chairman; Quarterly Retail Banking "outings" to plays, sports events, concerts, etc.; collective fundraising activities for a branch office's local community or for employees in need; company-sponsored sports teams.

C. Utilize a collaborative approach in employee training by having face-to-face training (not just faceless on-line training) and by including employees from multiple areas in training sessions.

1. Examples: provide organization-wide training for all employees on key compliance issues (e.g. sexual harassment, customer privacy, AML/BSA), combined with similar function training for multiple departments (e.g. training on using primary customer data base; train all kinds of lenders on revisions to Article 9 of the Uniform Commercial Code), combined with business group-wide training (e.g. seminars for all branch managers or all commercial lenders), combined with department-specific training (e.g. seminars for only lenders operating in New York on New York legal developments).

D. Design an organizational structure for employee rewards and punishments that promotes a collaborative culture, i.e. deliver the same rewards for similar accomplishments and the same punishments for similar violations.

1. Examples: equal access to free passes at local YMCA; fixed salary guidelines for categories of people; utilization of same questionnaire for employee evaluations; generally provide the same benefits and privileges for all employees; security department's awards for preventing loss; pay lump sum referral fees to people in one department for referring new business to another department; offer special programs open to all employees (e.g. weight reduction, planning for retirement).

E. Emphasize collaboration in the organization's communications with employees.

1. Examples: have communications from the CEO and other senior managers to all employees or large groups of employees on regular basis; frequently publish an in-house "newspaper" (e.g. "The Valley Voice") that focuses on the activities and accomplishments of individual employees and a variety of business units (e.g. stories about employees serving in Iraq; listing all employees having "service anniversaries" at the organization; including numerous photographs supplied by different business units); sending out bereavement notices to all employees when any employee or an employee's close relative dies.

F. Construct environments on-site that encourage a collaborative culture.

1. Examples: separate cafeterias in each major building; joint picnic facilities; recreational facilities; physical fitness centers; lively intranet.

## **III. How to Design a Collaborative Compliance System**

A. The central theme and message must be that compliance is primarily a business issue with legal aspects and implications rather than being primarily a legal issue.

1. Material financial exposure
2. Risk of regulatory shutdown or significant regulatory interference with and/or supervision of business decision making (e.g. cease and desist orders, MOU's, ability to do acquisitions)
3. Fines
4. Criminal prosecutions
5. Damage to reputation
6. Declining stock prices
7. Destruction or forced sale of organization
8. Increased operating costs going forward due to remediation costs
9. Loss of customer relationships

B. Risk analysis is the key to successful prevention and response in compliance programs.

1. Identifying risks leads to identifying whom to involve with respect to expertise and with respect to control authority.
2. Quantifying risks with respect to their likelihood and degree of potential harm leads to assessment of dollar amounts involved, the management seniority of the people who should be involved in responding, and the amount of resources needed to devote to those risks.
3. Use a collaborative process to identify which business and operational areas are involved in the creation or management of various risks and develop separate prevention programs and incident response plans for each area as appropriate.
  - a. Examples: AML/BSA Compliance officers meet with each department to identify situations in which that type of risk can arise in that specific department, to review that department's current prevention and response procedures, and to propose and implement revised procedures; task force on electronic data retention, management and utilization in litigation that includes Legal Department, Risk Management Department, General Compliance Department, Operations and ISD Department;

standing privacy committee with representatives from Legal Department, General Compliance Department and ISD Department.

4. Triage risks (e.g. legal v. policy; number of business units adversely affected; likelihood of governmental investigations; financial significance to overall business; number of customers affected; potential damages/fines to be paid; likely amount of negative publicity).
5. Identify key documents/evidence associated with each compliance risk.
6. In summary, the primary two goals when analyzing each compliance risk are (a) to design and implement prevention plans, methodologies and teams, and (b) to create incident response protocols, methodologies and teams.

C. Categories of Protocols

1. Prevention versus incident response
2. For upward and outward flow of information disseminated internally and externally
3. For responses to discrete incidents (including predictable incidents and material potential incidents)
4. For disciplinary actions
5. For classifying risks (e.g. identifying "high risk customers")
6. For measuring effectiveness of compliance program
  - a. Audits
  - b. Monitoring procedures and devices (e.g. reports, reviews by multiple eyes and different levels of management, and certifications of review of same)
  - c. Testing (e.g. testing the controls that document and identify customers and transactions)
7. Each protocol should be subdivided with respect to the allocation of human, technological and financial resources, including assigning specific responsibilities to different levels of employees, including front-line, middle

management, senior management and any relevant specialized management.

#### **IV. Examples of Collaborative Compliance**

##### **A. Protocols for AML/BSA Compliance**

1. Compliance leadership groups at various management levels and with varying responsibilities that meet frequently, ranging from one meeting per month to weekly meetings: Board of Directors AML Committee; Executive AML Committee (all Executive Vice Presidents, Director of Risk Management, Senior Vice President of AML/BSA Compliance, AML Consultant, Chief Investigator for AML/BSA Compliance, Senior Vice President of Retail Banking Operations/Administration); AML Operating Committee (chaired by Senior Vice President of AML/BSA Compliance and having 33 members who include the Executive Vice President for Operations and heads of approximately 23 business and operational units); AML/BSA Compliance Department (approximately 20 staff members); one designated AML liaison officer appointed for each business and operational unit (generally meet only for special projects); specialized Compliance Officers or Auditors for various high risk and specialized departments, including the ISD Department, the Trust Department and a group of "high risk" accounts at a recently acquired bank; and an AML/BSA specialized auditing team that audits every business and operational unit on an annual basis, or on a special case basis if requested by the Executive AML Committee.

2. Protocols for filing Suspicious Activity Reports: division of labor between Security Department (for employee-related suspected or confirmed acts) and AML/BSA Compliance Department (for customer-related suspected or confirmed acts); incident response team, for cases that are complex or involve large dollar amounts, includes heads of AML/BSA Compliance, Legal Department, Security Department, Risk Management Department and either (a) a senior officer in either Retail Banking or Consumer or Commercial Lending Departments, as applicable, for customer incidents or (b) a senior officer in the Human Resources Department for employee incidents; the incident response team also makes decisions about whether and how to discipline any employees involved and whether to close a customer's accounts or otherwise address the issue with the customer.

##### **B. Protocols for Human Resources Compliance**

1. For minor violations of policies or minor employee claims: employment law firm kept on retainer for providing "instant" legal advice;

incident response team includes designated Human Resources Department staff members and either regional and divisional heads in Retail Banking Department (if a banking branch employee) or supervisory staff in the relevant department.

2. Incident response team for employee theft includes head of Recruiting and Employee Relations (plus Human Resources Director if the theft involves more than a set dollar amount or involves theft from customer accounts), Security Department designated staff, Legal Department designated staff, and either applicable divisional head in Retail Banking (if a banking branch employee) or the head of the affected non-retail department. The Audit Department is also requested, as necessary, by the response team to provide assistance in investigations.

##### **C. Protocols for Data Security**

1. The Standing Privacy Committee addresses ongoing policies and procedures for maintaining data security and customer privacy and includes the ISD Director, Director of Data Security, head of Risk Management Department, designated representative of Legal Department, head of General Compliance Department, designated representative of Marketing Department, and designated representatives from consumer lending operations and commercial lending operations.

2. The Emergency Response Team for data security breaches is mobilized by the Director of Data Security, in accordance with previously determined criteria, and reports directly to the CEO. Members of the Team include the Director of Data Security, the ISD Director, head of the Risk Management Department, General Counsel, and head of the Marketing Department.

##### **D. Protocols for Standard Operating Procedures:**

1. SOPs for Retail Banking operations were originally drafted by a standing task force composed of senior level representatives from Retail Banking, Legal Department, Risk Management Department and ISD Department. SOPs are reviewed and revised by that task force annually or more frequently if relevant law changes. All banking branches are subject to formal audit by the Audit Department at least annually or more often as necessary. Training about Retail Banking SOPs includes (a) initial multi-week training for new tellers, CSRs, assistant managers and managers, (b) specialized monthly seminars on "Legal Aspects of Retail Banking" taught by the Legal Department for new managers, assistant managers and CSRs, (c) regular schedule of specialized seminars presented by General Compliance Department, AML/BSA Compliance Department, Security Department, Marketing Department, Commercial

Lending Department, and Consumer Lending Department, (d) various legal summaries and procedure sheets for different branch topics and scenarios developed by the Legal Department and posted on the Department's intranet site, and (e) a scheduled series of on-line training sessions with tests on which each employee must score at least 85%.

2. SOPs for all Commercial Lending units were originally drafted by a task force headed by the Director of Credit Policy Administration and that included the Executive Vice President in charge of commercial lending, the senior managers of all five commercial lending divisions, and representatives from the Legal Department, the Risk Management Department, the General Compliance Department and the AML/BSA Compliance Department. The task force continues to meet quarterly to evaluate and revise the SOPs.

#### **V. Key Role of Law Department**

A. For many reasons, the role of the Law Department is critical in developing and maintaining a collaborative compliance program:

1. Expertise in legal compliance requirements.
2. Expertise in spotting, evaluating and solving legal risks because of legal training and on-the-job experiences, especially in litigation.
3. Leadership expertise and experience within the organization.
4. Organizational role and experience as a neutral third party.
5. Reputation for being fair, objective, solution-oriented and non-judgmental.
6. Tends to have more organizational alliances in more places.
7. More generalized knowledge of organization and how the pieces fit together in theory and in practice as a result of the Department's broad client base and its knowledge of the business operations and risks of every major business and operational unit.
8. High level of credibility throughout organization.
9. Access to and experience supervising critical outside resources such as law firms, investigators, legal experts, etc.

10. Broad and varied experience dealing with prosecutors, law enforcement, government regulators of many kinds and accountants.

11. Special expertise in identifying litigation risks in business situations, particularly with regard to spotting issues that could likely result in litigation.

12. Broadest organizational loyalty because that sole client is the organization rather than the employees, no matter how high in management.

13. Governed by an external professional compliance standards located in the rules of ethics.

14. Lawyers are specifically trained in analyzing and solving problems and identifying, collecting and organizing relevant information, all of which skills are critical in any successful compliance program.

15. Being involved in compliance is part of a Law Department's mission.

#### **VI. Some Golden Rules for Collaborative Compliance**

- A. Build alliances before you need them.
- B. Always remember that reducing a risk a day keeps organizational bankruptcy (and one's own unemployment) away.
- C. Two heads are better than one and many cooks improve the broth.
- D. It's the dual control, stupid.
- E. Building empires went out with the Romans.
- F. There's safety in numbers.

#### **VII. Resources (See attached list of Resources)**

## RESOURCES

### ACC MATERIALS

#### Compliance:

##### 2005:

ASSOCIATION OF CORPORATE COUNSEL, *Leading Practices in the Law Department's Role in Developing and Implementing Compliance and Ethics Programs: What Companies are Doing*, ACC Practice Profile, July 2005, available at [http://www.acca.com/protected/article/ethics/lead\\_compliance.pdf](http://www.acca.com/protected/article/ethics/lead_compliance.pdf)

##### 2004:

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Teresa T. Kennedy et. al., *About That Compliance Thing...Creating and Evaluating Effective Compliance Programs*, ACC Docket, November/December 2004, available at [www.acca.com/protected/pubs/docket/nd04/compliancething.pdf](http://www.acca.com/protected/pubs/docket/nd04/compliancething.pdf)

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Darryl Weiss & Brian P. O'Connor, *Corporate Compliance*, ACC InfoPAK, October 2004, available at <http://www.acca.com/protected/infopaks/compliance/INFOPAK.PDF>

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Dwight Howes, *Corporate Compliance and Ethics Program Checklist*, ACC Sample Form & Policy, 2004, available at <http://www.acca.com/protected/reference/compliance/ethicscheck.pdf>

Lori J. Shapiro & Philip I. Weis, *Codes of Conduct for Multinational Corporations*, ACC 2004 Annual Meeting Materials, available at [www.acca.com/am/04/cm/803.pdf](http://www.acca.com/am/04/cm/803.pdf)

Susan Hallsby, et. al., *Best Practices in Compliance Programs for Privately-Held Companies*, ACC 2004 Annual Meeting Materials, available at [www.acca.com/am/04/cm/802.pdf](http://www.acca.com/am/04/cm/802.pdf)

Philip P. Crowley, et. al., *Automated and On-Line Compliance Training: The Future is Now*, ACC 2004 Annual Meeting Materials, available at [www.acca.com/am/04/cm/105.pdf](http://www.acca.com/am/04/cm/105.pdf)

Michael J. Lotito, et. al., *Workplace Law Training: A Key Affirmative Defense for Small Law Departments*, ACC 2004 Annual Meeting Materials, available at [www.acca.com/am/04/cm/702.pdf](http://www.acca.com/am/04/cm/702.pdf)

Margaret M. Foran, et. al., *Defining the Role of In-House Lawyers in Governance*, ACC 2004 Annual Meeting Materials, available at [www.acca.com/am/04/cm/711.pdf](http://www.acca.com/am/04/cm/711.pdf)

Lisa E. Chang, et. al., *Whistle While You Work: Ethical, Fiduciary, and Other Dilemmas Facing Over-SOXed In-House Lawyers*, ACC 2004 Annual Meeting Materials, available at [www.acca.com/am/04/cm/308.pdf](http://www.acca.com/am/04/cm/308.pdf)

Kathrine K. Combs, et. al., *Corporate Governance: One Year Later*, ACC 2004 Annual Meeting Materials, available at [www.acca.com/am/04/cm/708.pdf](http://www.acca.com/am/04/cm/708.pdf)

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