

# **GLOBAL CORPORATE COMPLIANCE WORKSHOP**

## **CORPORATE LAWYERING GROUP COMPLIANCE CERTIFICATE PROGRAM**

**July 25-27, 2016**

at  
Troutman Sanders LLP  
875 3<sup>rd</sup> Avenue  
New York City

**Sponsored by**

*Corporate Lawyering Group LLC  
Troutman Sanders LLP*

**Co-Sponsored by**

*New York State Bar Association  
International Section  
International Corporate Compliance Committee*

**Workshop Director**

*Carole Basri*

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Adjunct Professor at Fordham University Law School  
Visiting Professor at Peking University School of Transnational Law, Shenzhen, China

<b><u>DATE</u></b>	<b><u>TOPIC</u></b>	<b><u>READINGS</u></b>	<b><u>ASSIGNMENTS DUE</u></b>	<b><u>Hours</u></b>	<b><u>NOTES</u></b>
<b>Monday, July 25- Afternoon Session</b>					
<b>1:00 pm- 5:00 pm</b>	<b><u>Overview and Introduction to Course:</u></b> Overview of the role of corporate counsel; Discussion of the client relationship; and Discussion of the nature of the corporation.  <b><u>Create Teams to look at various companies:</u></b> Morgan Stanley (JP Morgan); Citibank (Bank of America); Pfizer.	Chapter 1, <i>Corporate Legal Departments</i> , 4 <sup>th</sup> ed. Basri and Kagan, PLI		4 hours	

	<p><b><u>Role of In-House Counsel and the Compliance Office:</u></b> Discussion of Reporting Lines; and Structure of the General Counsel Office and the Compliance Office</p>				
	<p><b><u>Corporate Governance and the Caremark Decision:</u></b> Discuss the role of the Board of Directors; the Caremark Decision; the Duty of Care in decision making and monitoring; the Duty of Loyalty; and the Business Judgment Rule</p> <p><b><u>Compliance Basics</u></b></p>	<p>Chapter 16, <i>Corporate Legal Departments</i>, 4<sup>th</sup> ed. Basri and Kagan, PLI</p> <p><i>In Re Caremark</i>, Delaware Chancery Court 1996.</p> <p>Compliance Basics Power Point Presentation</p>			
<b>Tuesday, July 26- Morning Session</b>					
<p><b>9:00 am-12:30 pm</b></p>	<p><b><u>Attorney Client Privilege:</u></b> Discuss confidentiality of communications, the various attorney client privileges in the US (such as the Upjohn Decision, the anticipation of litigation in the Hickman v. Taylor decision, and the self-evaluative privilege), as well as the international attorney client privilege, comparing Civil Code Countries to Common Law Countries</p> <p><b><u>Global Codes of Conduct:</u></b> Compare and contrast various codes of conducts; look up global standards for the industries, as well as local laws and regulations.</p>	<p>Chapter 8 &amp; 9, <i>Corporate Legal Departments</i>, 4<sup>th</sup> ed. Basri and Kagan, PLI</p> <p>Chapter 2, <i>International Corporate Practice</i>, Basri, PLI</p>	<p>Look at Codes of Conduct for your assigned company and its assigned market competitor.</p> <p>Create a list of the 5 highest priority risks in the Code of Conduct for your assigned company, and create a list of the 5 highest risks for your assigned market competitor.</p>	3.5 Hours	

	<b><u>Risk Assessment:</u></b> Learn how to conduct an advanced risk assessment, including inventory of documents, interview questions, heat maps and dashboards.				
<b>Tuesday, July 26- Afternoon Session</b>					
<b>1:30 pm-5:00 pm</b>	<b><u>Anti-Bribery and Corruption Compliance Program:</u></b> Review of the anti-bribery statutes, including FCPA, UK Bribery Act and the OECD Anti-Bribery Conventions. The FCPA will be used as the case study to create an advanced compliance program based on risk assessment.	Appendix 6- <i>Corporate Legal Departments</i> , 4 <sup>th</sup> ed. Basri and Kagan, PLI  FCPA Power Point Presentation.	Create a risk assessment for your assigned company concerning an overall compliance program, including inventory of documents, interview questions, heat maps and dashboards.	3.5 Hours	
	<b><u>Compliance Training:</u></b> Learn the types of compliance training available; the dos and don'ts of "effective" compliance trainings; and review a training program for antitrust issues.				
<b>Wednesday, July 27- Morning Session</b>					
<b>9:00 am-12:30 pm</b>	<b><u>Advanced Auditing, Monitoring and Reporting:</u></b> Learn the key to state of the art "effective" compliance programs- auditing, monitoring and reporting.  <b><u>Review the Critical Steps for an Effective Compliance Program:</u></b> Learn the critical steps involved in a best practices compliance program including written	Chapter 11, <i>Corporate Legal Departments</i> , 4 <sup>th</sup> ed. Basri and Kagan, PLI		3.5 Hours	

	policies, procedures and internal controls; alignment; setting up the compliance department; background checks; discipline and incentives; and updating the compliance program.				
	<p><b><u>Advanced Issue Spotting and Risk Assessments:</u></b> Hot topics include Antitrust/Competition, Cyber Security, Insurance, Intellectual Property, Environmental, Employment, Document Management, Financial Services</p> <p>Guest Speaker: Aurora Cassirer, Partner Troutman Sanders LLP</p>				
<b>Wednesday, July 27- Afternoon Session</b>					
<b>1:30-5:00 pm</b>	<p><b><u>Crisis Management / Compliance Hypothetical:</u></b> Apply the principles learned throughout the workshop sessions to a potential present-day crisis scenario.</p>	<p>Chapter 13, <i>Corporate Legal Departments</i>, 4<sup>th</sup> ed. Basri and Kagan, PLI</p> <p>Crisis Management/ Compliance hypothetical.</p>		3.5 Hours	

\* Mandatory Laptop for Workshop.

\*\*Eligible for 18 hours of New York State approved CLE