

Revised 1/30/08

Charter¹ of the
COMPLIANCE AND ETHICS COMMITTEE
Association of Corporate Counsel

Mission Statement

ACC's Compliance and Ethics Committee will be composed of ACC members who practice in, or are concerned with issues relating to corporate compliance and ethics. The Committee's members may have practiced in small or large corporate law departments, and their practice may focus on or include domestic or international corporate compliance and business ethics issues, or a combination of both domestic and international issues. The Committee will arrange formal and/or informal sessions at each National Meeting, and will collect and develop information of particular interest to practitioners with an interest in corporate compliance and ethics issues. It will seek to create liaisons with other specialty organizations which also focus either on ethics or compliance. Information will be disseminated through ACC publications and Committee publications, Web Site, Email, conference calls and programs. Further, the Committee will function within the ACC organization (through coordination with staff, leadership, chapters and other national committees) to ensure issues within its scope are appropriately addressed.

The Committee's goal is the exploration and promotion of modern approaches to corporate ethics and compliance for in-house lawyers and legal departments to effectively and efficiently provide legal services to their corporate clients on compliance and ethics issues including, but not limited to, the development and implementation of effective compliance and ethics standards, policies, and programs.

Leadership

Chair

Responsible for the overall direction, motivation and administration of Committee activities. The chair also has overall responsibility for adhering to ACC's National Committee Activity Guidelines and for acting as liaison with ACC's national office. Term of office is one year. The chair is succeeded by the vice chair at ACC's Annual Meeting.

Vice Chair

¹ This Charter and the activities of the committee shall at all times be subject to the Bylaws and policies of ACC.

Deputy to the Committee chair. Term of office is one year. The vice chair is succeeded at ACC's Annual Meeting by the Committee secretary.

Secretary

Responsible for keeping minutes of all Committee and executive board meetings. The secretary shall maintain a history of the Committee's activities and serve as editor for the Committee newsletter. The secretary is an ex officio member of each subcommittee. Term of office is one year after which time the secretary is succeeded by an individual elected at the Committee's business meeting at ACC's Annual Meeting. Nomination(s) for such election will be made by the vote of the current Chair, Vice Chair, and Secretary of the Committee.

Membership Subcommittee

Responsible for promoting the Committee and its activities for the purpose of increasing Committee membership and activity. Also responsible for maintaining the Committee membership including: ensuring that the membership records are kept current; conducting periodic membership surveys to determine needs and interests; and, organizing member networking opportunities. This subcommittee shall be administered by a subcommittee chair and vice chair whose terms of office are one year. The subcommittee chair is succeeded by the vice chair at ACC's Annual Meeting, at which time a successor to the subcommittee vice chair is designated by the outgoing chair of this Subcommittee.

Programs Subcommittee

Responsible for organizing and producing programs of import and interest to the Committee in accordance with the National Committee Activity Guidelines. This subcommittee shall be administered by a subcommittee chair and vice chair whose terms of office are one year. The subcommittee chair is succeeded by the vice chair at ACC's Annual Meeting, at which time a successor to the subcommittee vice chair is designated by the outgoing chair of this Subcommittee.

Publications /Information Resources Subcommittee

Responsible for the organization and production of practice resources for the membership in accordance with the National Committee Activity Guidelines including the Committee's Web Page, ACC Docket articles, books, manuals, videotapes, etc.

This subcommittee shall be administered by a subcommittee chair and vice chair whose terms of office are one year unless extended by one additional year by the Chair. The subcommittee chair is succeeded by the vice chair at ACC's Annual Meeting, at which time a successor to the subcommittee vice chair is designated by the outgoing chair of this Subcommittee.

Executive Board

Effects implementation of the Committee's activities based upon input from the regularly scheduled conference calls. It will also engage in strategic planning for the Committee in lieu of a separate planning entity. It is composed of the Committee chair, vice chair, secretary, the immediate past Committee chair, and the chairs of each of the subcommittees together with up to five at-large members selected by the Chair on an annual basis.