

# FOCUS

## President's Message

**Patrick Treacy**

During the week of the President's inauguration, I was thinking about what to write in this message. I thought of John F. Kennedy's Inaugural Address in 1961 when he asked his fellow Americans: "Ask not what your country can do for you — ask what you can do for your country." As we start off a new year I ask the members of ConnACCA: "Ask what ConnACCA can do for you and ask what you can do for the people of Connecticut."

Ask yourself, "What can ConnACCA do for me?" What information do I need? What programs would I like ConnACCA to sponsor? What legal questions do I want answered? How can ConnACCA help me to do my job better? Once you have asked and answered those questions, I ask that you share those answers with me. ConnACCA is an organization of in-house counsel, for in-house

counsel. We are planning our programs for the year and we would love to have your input. Please contact me at [patrick.treacy@staffmark.com](mailto:patrick.treacy@staffmark.com) and let me know what ConnACCA can do for you.

Ask yourself, "What can I do for the people of Connecticut?" During a recent meeting of the ConnACCA Board of Directors, we heard from a representative of the Pro Bono Partnership, an organization that provides business and transactional legal services to nonprofit organizations. They mobilize and support hundreds of lawyers from leading corporations and law firms who volunteer their legal expertise on behalf of various nonprofit organizations. Please visit [www.probonopartnership.org](http://www.probonopartnership.org) to learn more about this organization and how you may be able to help a nonprofit organization help others.

The ConnACCA Board also discussed the fact that the Connecticut Bar Foundation and other nonprofit organizations that work to ensure that the state's legal system is available to all, have been experiencing a serious decrease in funding while facing higher demand for their services. If we are not able to provide pro bono legal services ourselves, we should consider contributing financially to one or more of these organizations that provide pro bono legal services. You will be receiving a letter from me addressing this issue in more detail.

I wish you all a happy and prosperous 2013. Please let ConnACCA know what we can do for you and seriously consider what you can do for the people of Connecticut.

## Internal Investigations: Short Sheet Guidelines

There are certain principles that you should keep in mind every time you conduct an internal investigation. Following these principles will help ensure the appropriate resolution of important issues.

- **Act Pursuant to Clear Authorization.**

In order to protect the integrity of the investigative process and minimize disruptions to normal business operations, it is important that investigations be handled in an organized manner from the beginning. At the outset of an investigation, you should document who is responsible for conducting the investigation, who is responsible for supervising the investigation, and the scope and purpose of the investigation. The integrity of the investigation can be compromised if individuals who are not authorized to conduct the investigation decide to play “Sherlock Holmes” and insert themselves inappropriately in the process. A clear written authorization and statement of scope can prevent such problems. In addition to documenting who will do the investigating (and therefore making it clear who will not), you should document who will have access to the investigation’s findings.

- **Ensure Appropriate Confidentiality.**

The fact that an internal investigation is being conducted does not mean that misconduct has, in fact, occurred. Respect the privacy of everyone involved. You should conduct your internal investigation in a way that minimizes the opportunity for employees to jump to conclusions or gossip about other employees. Limit your discussion of the investigation and information learned during the investigation to persons who have a legitimate “need to know” the status. Witnesses should be told not to discuss the investigation among themselves or with others, especially outside the Company.

- **Be Independent.** You should ensure that you are unbiased and do not have a conflict of interest that could influence your conduct of the investigation.

Conflicts can occur in many circumstances, including when the investigator has a personal interest in the outcome of the investigation, or is assigned to investigate the actions of a supervisor or friend. Bias can occur with respect to the issues or persons involved, and exists when an investigator’s personal beliefs or opinions cloud his or her judgment. It is up to you to determine honestly whether you can be fair and impartial. If you believe that you cannot complete an investigation objectively, for whatever reason, you should notify the person who assigned you the investigation as soon as possible.

- **Conduct a Thorough Investigation.**

At the outset of your investigation, make a preliminary list of the people who may have information relevant to the investigation, which may include: witnesses to the incident, the person reporting possible misconduct, the person alleged to have committed misconduct, custodians who may have control of relevant documents, and people who can help you understand technical issues that may be relevant to the situation, such as how something works or who normally performs a task. You should also make a preliminary list of potentially relevant documents. Taking this first step will help you organize your investigation and keep track of relevant information.

- **Be Objective and Open-minded.**

You should avoid reaching conclusions until you have interviewed all of the witnesses and reviewed all of the relevant documents. When interviewing a witness, make every effort to avoid influencing the witness’s answers. A witness should be encouraged to present “his side of the story.” Avoid asking questions in a way that indicates that you expect a certain answer, which may improperly – even if unintentionally – limit the witness’s willingness to present “his side of the story.”

- **Conduct a Timely Investigation.**

The best investigations are completed

without unnecessary delay. This is true because as time passes, relevant facts and documents are harder to find and memories are less reliable. Timely resolution also enables the Company to promptly take any needed remedial or corrective measures. You should do your best to complete the investigation within the assigned time frame. If circumstances dictate that more time will be required to complete the investigation, notify the person who assigned you the investigation as soon as possible. Ensure that you have reviewed all relevant documents and have interviewed all witnesses who may have relevant information.

- **Document Your Investigation.**

You should record everything that you do as part of the investigation on an investigation log or in another format provided by the person or department that assigned you the investigation. You should keep track of what documents you collected and reviewed, who you talked to and what was learned from each person, and when each interview occurred. In most cases, you will prepare a written report, usually in a narrative form, outlining the issues, your investigation process, your factual findings, and your conclusions. Whenever possible, try to identify the source of each factual finding. Attach all relevant documents as exhibits to your investigation report. Investigation reports are usually retained for at least five years. Consult the person or department that assigned you the investigation to confirm the appropriate document retention period for your report.

- **Finally, Know When to Seek Help.**

From time to time investigations lead to unexpected findings or involve issues with which you may be unfamiliar or uncomfortable. When this occurs, it is best to suspend your investigation and seek advice from the person or department that assigned you the investigation, or from the legal department. For

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example, in the course of investigating a fairly routine safety violation, you may begin to suspect that an employee is engaged in a serious environmental violation that you are not qualified to investigate. Or perhaps during a Human Resources investigation you come to believe that an employee may have been involved in a criminal activity such as fraud or theft. In each of those cases there may be certain additional steps that will need to be taken to protect the rights of employees involved as well as the Company. Never hesitate to take the time to ask for advice or help whenever you encounter something unusual.

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ACC's 2012 Compliance and Ethics Training Program  
May 1-2, New Orleans, LA

### **Additional Resources:**

[Longform Template Internal Investigations Guidelines](#)

[Statutes and Rules Relating to Codes of Conduct](#)

[Internal Investigation: Keeping a Lid On It](#)

[Internal Investigations](#)

## **ACC News**

### **Register Now and Save: Early Bird Deadline Ends April 3**

Register by April 3 to save \$200 off the regular registration rate for ACC's 2013 Annual Meeting in Los Angeles (Oct 27–30). Offering a year's worth of CLE/CPD credits and top-notch educational programs, this meeting is the one-of-a-kind event for you to enhance your legal skills, meet leading legal service providers, and expand your professional networks. For more information and to register, visit [am.acc.com](http://am.acc.com).

### **How to Bring More to the Table**

Your organization wants your ideas and solutions, as well as your legal advice. Develop the necessary skills with business courses exclusively for in-house counsel from the Association of Corporate Counsel and the Boston University School of Management.

Choose from four programs:

- Mini MBA for In-house Counsel
- Project Management for the In-house Law Department
- Risk Management & In-house Counsel
- Advanced Mini MBA for In-house Counsel

Visit [www.acc.com/businessedu](http://www.acc.com/businessedu) for more information.

### **Compliance Training to Protect Your Company**

ACC's Compliance & Ethics Training program returns this year with more topics and CLE/CPD credits! Join your peers in New Orleans from April 29–30 for two days packed with compliance essentials. Return to the office with practical samples and checklists, insights from compliance industry experts, and a stronger professional network. Arrive early and celebrate the birthplace of jazz at the historic New Orleans Jazz & Heritage Festival. View the program schedule and register at [www.acc.com/ce](http://www.acc.com/ce).

### **New to In-House? Need to Sharpen Your Basic in-house Practice Skills?**

At ACC's Corporate Counsel University® (May 19–21, New Orleans, LA), you will earn CLE/CPD credits while gaining valuable skills from experienced corporate counsel on important topics such as contracts, compliance and employment. New for 2013 — more programs to boost your business savvy and additional networking opportunities outside the classroom. Learn more and visit [ccu.acc.com](http://ccu.acc.com).

### **Build Skills to Thrive in the Evolving Legal Field**

Seats are filling up quickly for the Legal Service Management Workshop — an intensive, two-day workshop designed to help you develop skills in structuring value-based firm/client relationships through business school style case study. Join us in Philadelphia on May 1 & 2 for a one-of-a-kind opportunity for corporate counsel to work alongside law firm leaders. To learn more and register, visit [www.acc.com/legalservicemanagement](http://www.acc.com/legalservicemanagement), or contact Catherine J. Moynihan at [moynihan@acc.com](mailto:moynihan@acc.com) or +1 202.293.4103 x398.

### **Make A Difference. Become a Mentor or Mentee Today.**

With ACC's Mentoring Program, mentees can get career tips and first-hand professional advice from successful in-house peers, and mentors can help others navigate career challenges, share lessons learned, and impart new ideas. Plus, program participants will receive guidance from ACC to help maximize their experience. It's quick and easy to participate, and hundreds of your peers are already benefiting from this program. To get started, visit [community.acc.com/mentoring](http://community.acc.com/mentoring).

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## Tap Into the Collective Wisdom of the ACC Community

Check out ACC's newest resource —Wisdom of the Crowd. This resource provides compiled knowledge of highly relevant in-house topics from your fellow members, as shared on ACC's eGroups. Don't miss these valuable insights from your peers, many of whom work in a company similar to yours. This resource will also be featured every month in *ACC Docket*. Learn more at [acc.com/wisdom](http://acc.com/wisdom)

## The ACC Alliance – Saving You Time and Money

Partners in the ACC Alliance program have been reviewed and approved by ACC

members as companies you can trust to bring quality legal services with exclusive offers for ACC members. How can they help? For example:

- Imagine that you are investigated for the failure to provide legal advice even though no one sought your counsel. Is your silence a viable defense to liability or could a court find that you had a duty to speak up? Our ACC Alliance partner, **Chubb**, can help. **Learn more** from Chubb about malpractice issues unique to in-house counsel.
- **West** offers products, like the WestLawNext search engine, for in-house counsel and compliance profes-

sionals that cover compliance, mergers, acquisitions, transactions, litigation, and more. With each purchase of a West product or service, members earn "ACC Dollars" that can be used toward any ACC-related purchase, such as membership dues, registration fees or local or national ACC programs.

The ACC Alliance: No need to look further; the providers you need are right here. [www.acc.com/alliance](http://www.acc.com/alliance).

## Welcome New Members!

**Margo Lynn Hablutzel**, Computer Sciences Corporation

**Lina McKinney**, Ensign-Bickford Industries, Inc.

**Anne Warner**, Alexion Pharmaceuticals, Inc.

**Elizabeth McKeown**, Computer Sciences Corporation

**Andrew Walter**, Connecticut Lottery Corporation

We would also like to extend a warm welcome to the following new **Large Law companies!**

**Otis Elevator Company**

**Pratt & Whitney**

**United Technologies Corporation**

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