



The sample forms provided as part of this presentation are intended merely for informational purposes. No representation is made as to the enforceability of these forms in any jurisdiction, and the materials should not be relied upon or construed as legal advice, or as a substitute for obtaining legal advice from an attorney licensed in the applicable jurisdiction(s).

Checklist:
What to Include in your Compliance and Ethics Program

1. Statement of Corporate/Organizational Values
2. Code of Conduct

IMPORTANT POINTER: The law about what is acceptable and what violates the law in Codes of Conduct and associated processes and procedures is changing rapidly, so be sure to evaluate your program and get advice regularly on whether your Code complies with current law. The SEC has been particularly vigilant about examining Codes, employee handbooks, and settlement/separation/restrictive covenant and other agreements for language that could be interpreted as discouraging employees' direct communications with the government. Along those lines, be sure to eliminate language that prohibits or limits employees from discussing the subject matter of internal interviews without prior Legal Department authorization, or that precludes employees from providing documents or data to the government.

3. Corporate/Organizational Policies & Procedures
4. Compliance Hotline or Ethics Help Line
5. Training
6. Consistent enforcement
7. Periodic certification
8. Anonymous ethical cultural surveys
9. Periodic risk assessments and correction action to fill the gaps
10. Routine ethical messaging and recognition of ethical conduct by business leaders and employees
11. Inclusion of assessment of legal compliance and ethical conduct in performance evaluations and tie the assessment to compensation

If you have any questions about this form, please contact: Margaret H. Campbell | Atlanta, GA | Telephone: 404-870-1706 | E-mail: margaret.campbell@ogletree.com or Tracie L. Childs | San Diego, CA | Telephone: 858-652-3053 | E-mail: tracie.childs@ogletree.com