

The Policy-Making Process:

Role and Responsibilities of ACC's Board of Directors, National Committees, Chapters, and Staff

One of the principal activities of the Association of Corporate Counsel is advocacy on public policy matters affecting its members. As the only national bar association comprised solely of in-house attorneys, ACC provides a unique and important perspective on public policy issues. From its inception, ACC recognized the importance of advocacy by and for its membership. Advocacy may occur in court, before the Congress or before other legislative bodies and regulatory agencies, as well as in appropriate media and professional journals.

Appropriate Issues for Advocacy

ACC's advocacy activities focus on issues which directly affect the practice of law by its members in their capacity as in-house attorneys. Generally, this may include issues affecting the professional status or equal treatment of in-house attorneys, attorney-client privilege and practice and licensing matters. Additionally, it may include substantive legal issues of significant import, when appropriate.

Not every issue requiring public attention is appropriate for ACC to participate. While important to individual members and particular industries or groups, some matters are inappropriate for involvement by a national bar association with a diverse membership such as ACC, whose primary purpose is to serve as the professional association for the in-house bar. Care must be taken to assure that the Association does not assume the role of special pleader on behalf of a particular company, industry or interest group. It is the responsibility of the Board of Directors and everyone involved in this process to preserve its integrity.

Criteria for Policy Development

When seeking to determine whether ACC should develop policy on a specific issue, the following criteria will be considered:

1. impact on the ability of ACC members to practice law and effectively represent their clients;
2. the value of the position to be espoused and whether ACC's perspective will assist in the consideration of the issue;
3. appropriateness of the subject matter for comment by a national bar association with a diverse membership;
4. the extent to which the position reflects the views of a substantial majority of ACC members and such views are consistent with the purposes of ACC;
5. availability of ACC resources (financial, as well as member and staff time) to engage in a meaningful and effective effort.

Endorsement of Candidates or Nominees

ACC does not endorse or oppose candidates for public office, nominations to regulatory or executive agencies or judicial appointments. In special circumstances, the Board of Directors may make an exception by a two-thirds vote of those present and voting.

Role of the Board of Directors

Policy issues may be brought to the Board for its consideration in a variety of ways, including by National Committees, local Chapters, individual ACC members, staff or others with an interest in such matters.

Final decisions on policy are the responsibility of the Board of Directors, with a two-thirds vote of those present and voting necessary to approve a new policy statement or revise an existing one. After a policy position has been adopted, the Board of Directors has continuing responsibility to oversee advocacy activities undertaken in the name of the Association. Comments or other advocacy activities in the name of ACC on public policy issues may not be made without Board approval. The Board may delegate this authority to the Chairman of the Board or other officer, the Policy Committee or other appropriate committees of the Board, National Committees, local Chapters or staff as it deems appropriate.

As provided in the bylaws, the Executive Committee may act for the Board, provided that a two-thirds vote of those present and voting is necessary to approve a new policy statement or revise an existing one.

Advocacy Activities

Advocacy or implementation of policy once it has been approved by the Board may involve one or more of the following activities:

1. notification of some or all of the ACC membership about a specific issue and its status, with or without a recommended position by ACC;
2. comments or statements about pending or proposed legislation to the appropriate federal, state or local legislative body;
3. comments or statements about pending or proposed regulatory matters to the appropriate federal, state or local regulatory agency;
4. submission of *amicus curiae* briefs to federal or state courts or administrative agencies;
5. press releases or other statements to the media on public policy issues;
6. other activities specifically authorized by the Board.

Committees

Subject to the items enumerated in the subsection entitled, *Criteria for Policy Development*, Committees may address policy issues which relate directly to their areas of expertise as defined in their charter approved by the Board of Directors. To this end, Committees should adhere to the following principles:

1. policy declarations should reflect the consensus views of the Committee's members. The Committee's governing body has the obligation to ensure that there is not substantial objection among its membership to the proposed policy position;

2. the policy may be general in nature provided there is sufficient guidance as to the position which will be supported or advocated, as opposed to a specific statement or comment;
3. the recommended policy declaration should be submitted to the Board of Directors for its approval;
4. once a policy declaration has been approved by the Board of Directors, the Committee may submit detailed comments or other statements (consistent with that general policy declaration) to the appropriate legislative or regulatory bodies. Matters of special significance or potential conflicts between the positions of Committees should be referred to the Board of Directors;
5. comments or statements shall be made by the Committee on behalf of the Association and coordinated through the national office.

Local Chapters

Local Chapters may take positions on local issues consistent with the *Criteria for Policy Development* set forth above, but in no event shall a chapter take a position inconsistent with an existing national policy. The Chapter's Board of Directors has the obligation to ensure that policy positions adopted by the chapter reflect the consensus views of its members and that there is not substantial objection among its membership to the proposed position. As issues become increasingly complex, at times it may be difficult to determine whether a matter is solely a local issue. To this end Chapters should adhere to the following principles:

1. communications directed to Congress, federal regulatory agencies, federal officials or the federal courts generally should be deemed to be national and thus should be made by national ACC;
2. policy positions and advocacy efforts at the state level should be coordinated with other Chapters in that State and with the national office and every effort made to present a unified point of view;
3. to facilitate the exchange of information among Chapters and ACC members on issues of common concern, local Chapters should provide copies of their position statements, comments or other advocacy communications to the national office which will publicize such efforts and act as a repository for this information.

Adopted by ACC's Board of Directors on June 23, 1993.