



105:Automated & Online Compliance Training: The Future Is Now

Philip P. Crowley
Assistant General Counsel
Johnson & Johnson

David A. Giza
Corporate Attorney
Snap-On Incorporated

W. Scott Nehs
Vice President Legal and Chief Compliance Officer
PepsiAmericas, Inc.

Gretchen A. Winter
Vice President and Counsel, Business Practices
Baxter International Inc.

Faculty Biographies

Philip P. Crowley

Philip P. Crowley is assistant general counsel-knowledge sharing systems for Johnson & Johnson in New Brunswick, New Jersey. His responsibilities include oversight of the Johnson & Johnson law department's intranet sites and development of law-related applications of information technology. He also provides support for technology-related initiatives in the department.

Previously, he provided counseling in mergers & acquisitions, securities, corporate, and commercial matters for Johnson & Johnson and its affiliates, and in food & drug law for Johnson & Johnson high-technology medical products affiliates. Mr. Crowley joined Johnson & Johnson from Cravath, Swaine & Moore in New York City where he practiced in the securities and mergers & acquisitions areas.

Mr. Crowley is a member of the board of ACC's New Jersey Chapter and chair of its 21st century law department committee. He is vice chair of ACC's Law Department Management Committee. In New Jersey, he works with the Pro Bono Partnership on legal matters for various non-profit organizations. He also serves on the board of trustees of Stevens Institute of Technology in Hoboken, New Jersey, a private university.

He received a BS from Stevens Institute of Technology and an MS in applied physics from Harvard University. He received his JD from the Columbia Law School.

David A. Giza

David A. Giza is a corporate attorney for Snap-on Incorporated headquartered in Kenosha, Wisconsin. His responsibilities include developing, implementing, and reviewing corporate compliance and ethics programs, writing/editing codes of conduct, counseling on Sarbanes-Oxley policy documents, establishing on-line compliance education, training, and reporting systems, conducting internal investigations into allegations of wrongdoing brought by whistleblowers and others, government contracts, and general corporate matters.

Prior to joining the legal staff at Snap-on, Mr. Giza served as in-house counsel for W.W. Grainger, Inc. in Lake Forest, Illinois, most recently as assistant general counsel. While at Grainger, he provided counsel in the areas of commercial law, distribution transactions, antitrust, compliance programs, government contracts, and corporate law.

He is an active member of the ABA, Chicago Bar Association, and the Chicago Crime Commission. Mr. Giza is an elected trustee in the Village of Libertyville, Illinois, and serves on the board of directors for the Central Lake YMCA and the Wetlands Research, Inc. both located in Illinois.

Mr. Giza received a BS from DePaul University and is a graduate of The John Marshall Law School.

W. Scott Nehs

W. Scott Nehs serves as vice president-legal and chief compliance officer of PepsiAmericas, Inc., the world's third-largest bottler, operating in 18 states and nine foreign countries. In his role, Mr. Nehs is responsible for franchise relationships, litigation, real estate, the company's worldwide code of conduct, and managing the legal department. He also has responsibility within the company for mergers and acquisitions, employment, and products matters. Mr. Nehs joined PepsiAmericas as assistant general counsel, was promoted to vice president-legal and was awarded the additional responsibility of chief compliance officer.

Prior to joining PepsiAmericas, Mr. Nehs was an associate with the law firm of Wildman, Harrold, Allen & Dixon in Chicago, where he handled commercial litigation, contract, criminal, and creditor's rights matters, serving as lead counsel in numerous jury and bench trials.

Mr. Nehs is a member of ACC, the Defense Research Institute, and the Wisconsin State Bar Association. He also serves on the board of directors of the Better Government Association and is a board member of the Diamond Blackfan Anemia Association.

Mr. Nehs received a BA from Northwestern University and is a graduate of the University of Wisconsin School of Law.


Gretchen A. Winter

Gretchen A. Winter is vice president and counsel, business practices, for Baxter International Inc. in Deerfield, Illinois. In that role, she is responsible for the company's award-winning global business ethics program, and she reports to the public policy committee of Baxter's board of directors.

Ms. Winter is vice chair of the Ethics Officer Association board of directors and a speaker at many ethics, corporate social responsibility, and legal programs within and outside of the United States. She recently completed two years as chair of the Conference Board's Global Council on Business Conduct, and she has served on ethics committees for the ABA and DePaul University. She also serves on a number of public and non-profit boards and committees.

She coauthored an article on "Breathing Life into Your Company's Code of Conduct" that appeared in the *ACC Docket* and another on "International Business Standards: The Competitive Imperative" that appeared in the *Thunderbird International Business Review*.

Ms. Winter obtained her BA from the University of Illinois at Chicago and her JD from the University of Chicago.




Session #105

Automated & Online Training: The Future is *Now!*

David A. Giza, *Snap-On Incorporated*
W. Scott Nehs, *PepsiAmericas Inc.*
Gretchen A. Winter, *Baxter International Inc.*
Moderator - Phil Crowley, *Johnson & Johnson*

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The in-house bar association.™



Overview

- Identifying Training Needs
- Selecting a Vendor
- Preparing for Rollout
- Rolling the Program Out
- Evaluating & Renewing

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Identifying Training Needs – Getting Started/Snap-On

- Conduct enterprise-wide business risk and compliance assessment
 - Business risks within industry
 - Business risks within company
- Establish ethics/compliance programs by Board resolution
- Define role in overseeing ethics/compliance programs
- Delegation of responsibilities to Audit Committee Resources

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Identifying Training Needs – Ethics and Compliance Programs

- Procedures to prevent insider trading
- Code of Business Conduct and Ethics
- Code of Ethics for Senior Financial Officers
- LERN on-line employee training programs
 - Gifts & Gratuities, Insider Trading, Email, Sexual Harassment, Antitrust, Code of Conduct, Government Contracts
- Crisis Communication Plan

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Evaluation and Renewal

- Measure and report
 - Ideally, make training completion part of annual review process
 - Report on and reward excellent completion percentages
 - Determine how often you will update materials and re-train
 - Determine how you will identify promotions and new employees

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Identifying Training Needs – Walking the Talk: Our Values in Action

- Every employee is an essential part of our ethics/compliance programs
- Follow Company policies; organizational standards; and global business drivers
- The basic way employees should conduct business globally
- Build global business reputation and competitive edge
- Tie to business mission and success of Company

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Identifying Training Needs – Compliance Theme

- Where Pride is the Boss Video

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Who Are Your Trainees? / PepsiAmericas

- Training must start with the upper end of the organization
 - Helps establish the "tone at the top"
 - Positive experience increases buy-in for others
- Let the risk assessment and the business org charts lead you to the trainees. Focus on the key risk areas. Initial training must focus on the high likelihood/high risk grouping

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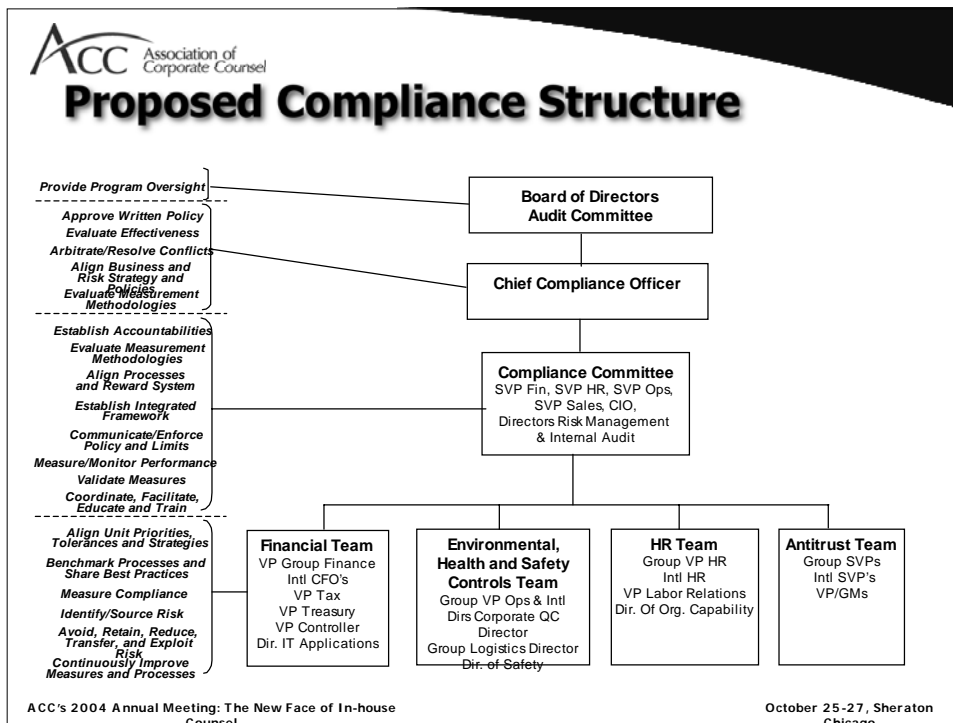
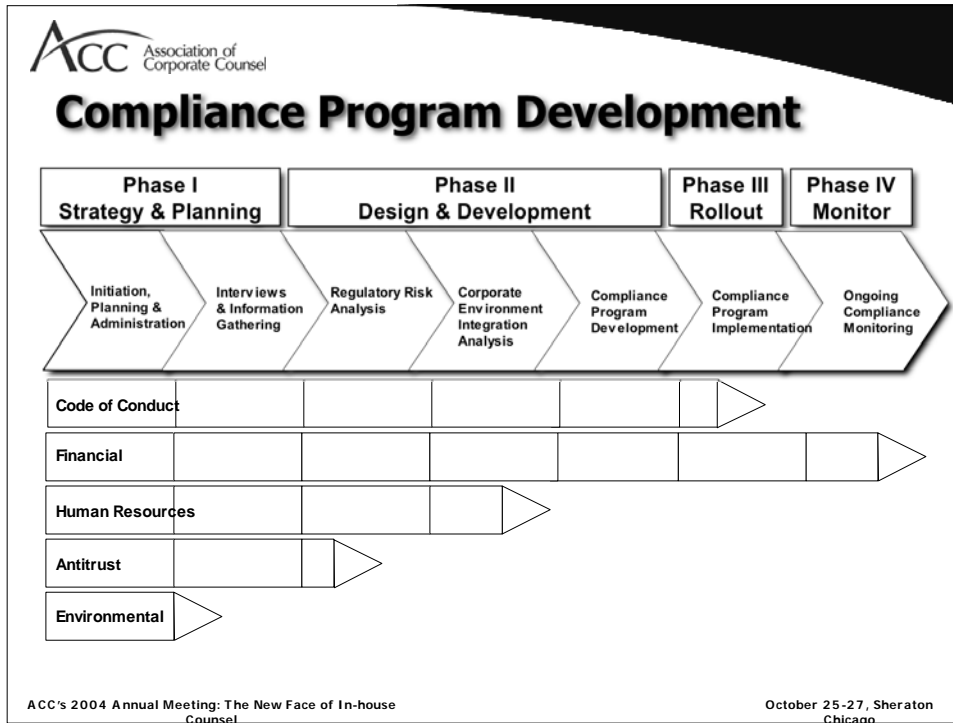


Training Topics

- Training topics flow from the results of a risk assessment that has been "field tested"
- Trainees will typically need to be grouped to enable training efficiencies
- Training launch site can mirror the look and feel of your website to breed familiarity
- Training site should link to your Code of Conduct, hotline numbers and other resources

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Selecting A Vendor – LRN/Snap-On

- LRN is best “fit” inside Snap-on culture
- Superior Module content
- Simplified employee registration process
- State of the art “Welcome Page” with “FAQS”, “Bulletins”, and “Handbooks”
- Tracking options for course completion, auditing and monitoring compliance

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Selecting a Vendor – LRN

- 3 year License Agreement with option to renew
- \$100,000/year all inclusive flat fee for 15,000 users
- Initial bulk data load with daily registration data field updates
- Testing features
 - Quick quiz questions in all lessons
 - 10 question review quiz
- Email reminder service for employees

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Selecting a Vendor – LRN

- Online certificate of completion automatically generated when employee successfully completes a course
- Feedback e-mail link/I/T help desk support
- User Quick Start Guide
- Employee survey capability with each module

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Vendor Selection/PepsiAmericas

- Pricing is typically based on the number of trainees
- Long range planning helps identify needs – keeps costs down
- Take advantage of references and ask them questions – peer data is invaluable

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Preparing for Rollout – Program Objectives/Snap-On

- *LERN* aka **L**egal and **E**thics **R**esource **N**etwork
- “*Basic Training*” Program for all U.S. based exempt employees
- “Pilot” tested Program in 2002
- Program rolled-out in January 2003
- Required modules completed by December 31, 2003

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Preparing for Rollout – Required LERN Modules

- Three required modules for all U.S. exempt employees
 - Insider Trading: Avoiding Risky Behavior
 - What You Need to Know About E-mail
 - Preventing Workplace Harassment (Supervisor Edition)
- Two additional modules assigned by on-line questionnaire
 - Gifts & Gratuities
 - Antitrust: Overview

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Preparing for Rollout – Key LERN Activities

- Assemble Cross-Functional Team
- Create rollout strategy and plan
- Identify key management employees involved in Rollout
- Educate management (meetings, road shows, reports, etc.)
- Conduct report training
- Prepare marketing materials
- Train Help Desk regarding site support

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Rollout Prep/PepsiAmericas

- Test messages, content and technology across as many job functions and locations as possible
- Determine how you will deliver training to employees without computer access
- Determine your provider's flexibility in making changes based on feedback so you can manage/set organizational expectations

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LERN Rollout/Snap-On

- LERN Co-Administrator positions in Legal
- Letter from CEO to management
- Letter from CEO to all employees
- Present LERN program at Snap-on Leadership Conference in 2002
- BETA test LERN intranet site

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LERN Rollout

- Distribute LERN program announcement to U.S. exempt employee population (2,500₊)
- LERN intranet site available for access
- Conduct "Open Houses" for information, education, and training
- Collect feedback from U.S. exempt employee population
- Project close meeting w/Senior Management

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LERN ROLLOUT

WHAT'S NEW?
LERN is no longer using a Questionnaire. Once you click on the link below, you will access your assigned modules.
Please click [HERE](#) to proceed to your modules.

PROGRAM GUIDELINES

- All US employees are required to complete the mandatory modules by March 31, 2005.
- New US exempt employees are required to take 6 LERN modules.
- If you are an exempt employee and were not required to take 5 LERN modules last year, you will be required to take **Anti-trust Overview and Gifts and Gratuities** by March 31, 2005.
- New US non-exempt employees are required to take the **"What You Need to Know About E-mail"** module by March 31, 2005.
- **FAQs for LERN**
- For instructions on how to use this site or how to resolve technical issues refer to the **Quick Start Guide**.
- For additional technical support, contact 1/7 Customer Care at (262)656-6666 or [www.snap-on.com/lern](#)

2003 YEAR IN REVIEW

Snap-on Incorporated

Category	Count
All bases of the program to be required	2,500
Registered employees	2,000
Employees who registered to complete	2,000
Employees who completed	1,320

As of Year-End 2003

- 94% of US Exempt Employees have completed all assigned modules
- 6% of US Exempt Employees have started, but not completed all assigned modules

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Rollout/PepsiAmericas

- Sequencing by training area for the first wave of training is easiest way to manage
- Subsequent courses can be launched as prior sets are completed
- Vendor support/feedback is critical
- You must determine how you will handle policy (non-technical) questions that naturally come up during the training

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Integrity Interactive - Microsoft Internet Explorer provided by PAS IES5SP2 10.02.01

PEPSI AMERICAS

[Code of Business Practices](#)

Ethics Hotline
Call 877-814-7242 or 847-483-6886 from outside the U.S.



Robert C. Pohlad
Chairman & Chief Executive Officer

PepsiAmericas has a commitment to high ethical standards. We expect all of our employees to demonstrate personal integrity in the workplace and when doing business on this company's behalf. In part, this means that each of us must obey the law and also assist the company in obeying the law.

Knowing what the law is and how it applies in different situations is not always easy. So we must also make an effort to understand what the law requires of us - by asking questions, getting appropriate advice, and learning from educational materials, like those available on this web site.

The reputation and success of this company and its employees depends on our commitment to conducting business with integrity. The tools available from this web site will help enable all of us to maintain PepsiAmericas' fine reputation and meet our goal of being the best performing beverage company in the world. On behalf of the rest of our senior management team, thank you for your help in this important company initiative.

[Logoff](#)

Welcome, Scott Nehls!
If you are not Scott Nehls, [click here](#).

Take This Course:
Click below to start the course.
[Antitrust \(v3\)](#)

Optional Courses:
Click below for a list of optional courses.
[Optional Courses](#)

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Lessons LERNED/Snap-On

- Legal and Ethics Resource Network
"Education Directives"
 - Improve internal reporting
 - Increase communications from management (i.e. email reminders, posters, and program materials)
 - Recommend use of Cable Modem (DSL) in lieu of dial-up
 - Use rolling compliance periods; instead of a single compliance cycle

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2004 LERN Activities

- Code of Business Conduct and Ethics Module
- Government Contracts Module
- Improve reporting capabilities
- Alternatives to dial-up response time (e.g. CD ROM, paper/pencil, secure DSL connection)
- Expand LERN User Survey
- Create electronic "Compliance Certification Form" for employee use

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Snap-on Custom Module




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ACC Association of Corporate Counsel

Snap-on Custom Module

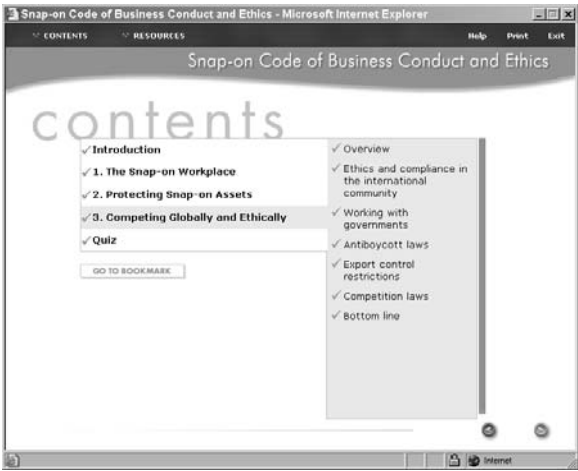


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Snap-on Custom Module



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Where We're Going in 2005 Business/LERN Priorities

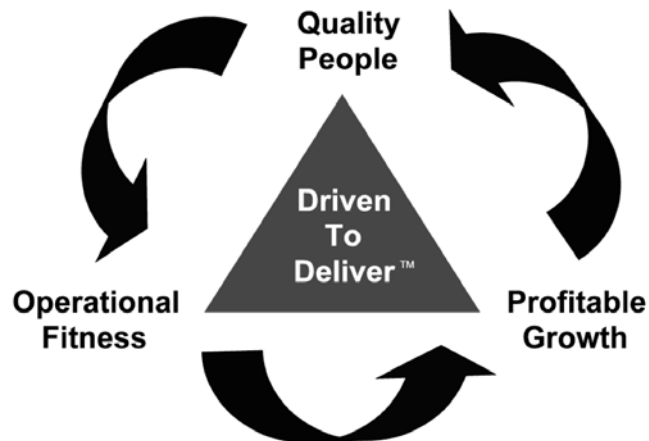
- Reinvest in Core businesses
 - Financial Control/SOX Module
- Grow dealer channel worldwide
 - Franchise Module
- Invest in new product development
 - IP Module
- Targeted Acquisition Activity
 - Mergers and Acquisition Module

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Snap-on Strategy Framework



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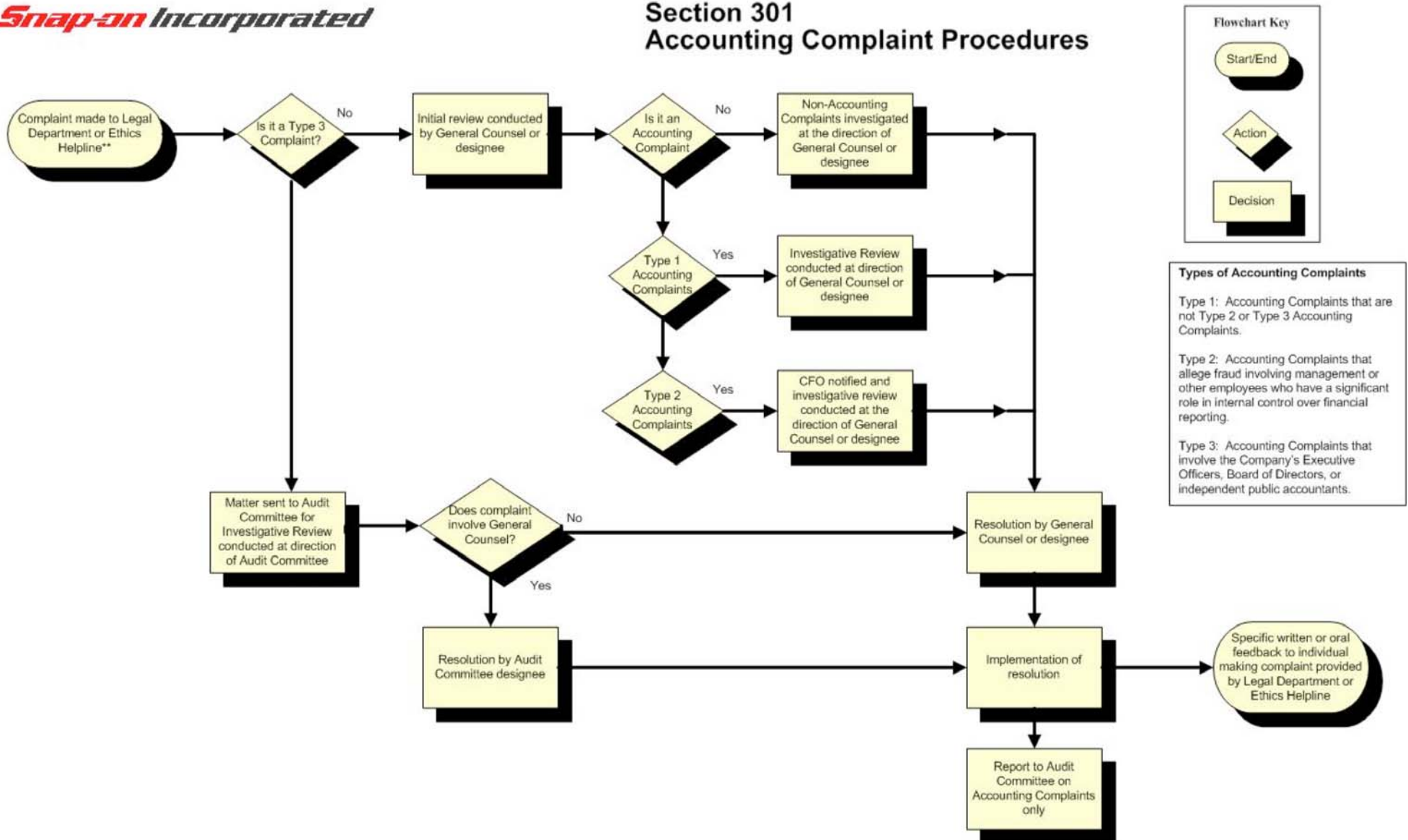
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Section 301 Accounting Complaint Procedures



Snap-on Incorporated



**“The Total Solutions
Provider Worldwide”**

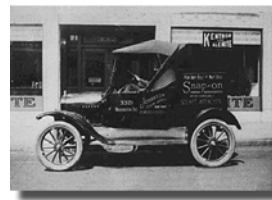
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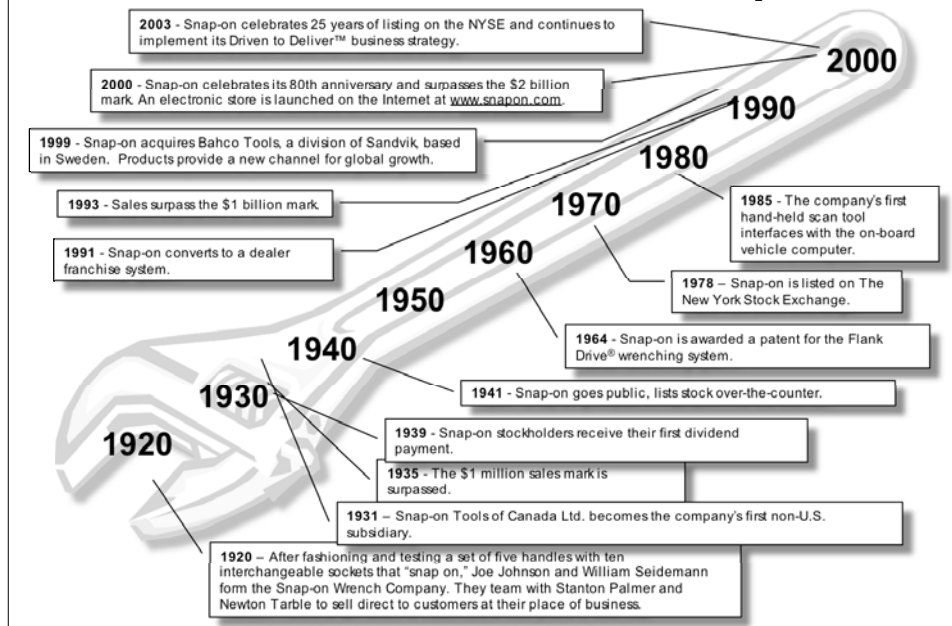
- A leading developer and manufacturer of tool, diagnostic and equipment solutions, Snap-on is dedicated to providing the best service and products to professional tool users worldwide. Innovation, marketplace knowledge and customer relationships are the competencies that support Snap-on's leading global position.

A Leader From the Start in Meeting Customer's Needs

- Innovative product idea gave company its start
- Created new market for professional, high-quality tools
- Pioneered direct-to-mechanic sales



Tradition of Excellence at Snap-on



A Leader in the Marketplace

- **A leading supplier to vehicle-service industry**

- #1 in mechanics' tools
- #1 in vehicle-service information, diagnostics and software
- #1 in vehicle repair and shop equipment



- **A leading producer of professional tools**

- #1 in hand tools worldwide
- Strong positions in power tools for select markets

Total Solutions Provider

- **Leading global innovator**
 - Manufacturer and marketer of tool, diagnostic and equipment solutions
 - Products sold through franchised dealer van, company-direct sales, distributors, Internet
- **Product lines**
 - Hand and power tools
 - Diagnostics and shop equipment
 - Tool storage
 - Diagnostics software and solutions
- **Customers**
 - Vehicle service
 - Technicians, shop owners, dealerships
 - Industrial
 - Government
 - Commercial
 - Construction, Electrical, Agriculture



Legendary Brands



Innovative New Products

- Designed to increase the level of quality and service our customers provide to their customers
- Advancing vehicle technology
 - Expanded diagnostics and information resource capabilities

MODIS™ System



IM3100 VERSADRIVER™ Impact Wrench



TECHWRENCH™ Electronic Torque Instrument



108-inch KRL Series Tool Storage



Dahco® Ergo® Products

Strong Customer Relationships

- Powerful proprietary distribution network
 - Snap-on's 6,000 dealers and sales representatives call on automotive technicians and shops that service more than 40% of the world's vehicles
- Innovative solutions
 - Improve productivity and profitability
- Easy to buy
 - Products delivered to customers' doors
- Easy to own
 - Extended credit



**PROCEDURES ESTBALISHED BY THE SNAP-ON INCORPORATED
AUDIT COMMITTEE
FOR
RECEIPT, RETENTION AND TREATMENT
OF
ACCOUNTING COMPLAINTS**

The following procedures have been established by the Audit Committee (the "Committee") of the Board of Directors of Snap-on Incorporated (the "Company"), as required by Section 301 of the Sarbanes-Oxley Act of 2002 (the "Act") and the rules promulgated by the Securities and Exchange Commission (the "SEC") thereunder, for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters ("Accounting Complaints").

The Committee is authorized from time-to-time to further change, modify, or amend the procedures, as the Committee determines is appropriate.

REPORTING PROCEDURES

The Committee has established the following procedures:

1. **Accounting Complaints:** Anyone with a good faith Accounting Complaint may report the matter promptly to the Legal Department through any one of the submission methods stated below. Employees of the Company may make Accounting Complaints in a confidential and anonymous manner.
2. **Submission Methods:** Accounting Complaints may be submitted as follows:
 - (i) Via toll-free telephone hotline or such other helpline, whether telephonic or otherwise (the "Ethics Helpline") or,
 - (ii) Via inter-office mail or postal mail to the Legal Department.

3. **Ethics Helpline:** Accounting Complaints received by the Ethics Helpline will be documented in writing and transmitted by the third-party service provider to the Legal Department through such procedures as may be established from time-to-time by the Company.
4. **Confidentiality:** All Accounting Complaints received from employees will be treated in a confidential and anonymous manner, except to the extent necessary to complete an adequate investigative review by the General Counsel or such other designee or the Committee.
5. **Initial Review:** Complaints received by the Legal Department will be reviewed by the General Counsel or such other designee as determined by the General Counsel to ascertain whether or not the complaint involves an Accounting Complaint, and if so, what action should be taken by the Company to address the matters to which it relates.
6. **Investigative Review:** If the initial review confirms the complaint relates to questionable accounting practices, internal controls or auditing matters, then the General Counsel or such other designee will conduct an investigative review of the Accounting Complaints not forwarded to the Committee.

The General Counsel or such other designee may designate an attorney from the Company's Legal Department to assist in the investigative review. The General Counsel or such other designee may retain outside advisors and select members from other Company departments to assist with the investigation.

Accounting Complaints that (i) allege fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting or (ii) involve management or other employees who have a significant role in the Company's internal control over financial reporting, will be submitted by the Legal Department to the Chief Financial Officer for assistance with the investigative review.

Any Accounting Complaints that (i) involve the Company's executive officers, (ii) the Board of Directors or (iii) the Company's independent public accountants will be forwarded by the Legal Department directly to the Committee.

7. **Committee Review:** Accounting Complaints forwarded directly to the Committee will be investigated in the manner and time frame as determined by the Committee. The Committee may delegate to the General Counsel or such other designee as determined by the General Counsel, the task of investigating Accounting Complaints forwarded directly to the Committee. The Committee may also retain outside counsel for such purposes.

8. **Resolution:** Upon completion of the investigative review, the party or parties conducting the investigation will submit a report. The General Counsel or such other designee will review the report. If corrective actions should be taken, the General Counsel or such other designee, as the case may be, will take action to resolve the matter and will where appropriate consult with members of management and the Committee to ensure that these actions occur in a timely manner. If any Accounting Complaints are not resolvable by the General Counsel or such other designee or, the Accounting Complaints are under investigative review by the Committee, then any corrective actions will be taken in the manner and time frame as warranted by the judgment of the Committee.

9. **Reporting:** The Legal Department will track and monitor all Accounting Complaints and other complaints. All Accounting Complaints received by the Legal Department will be reported to the Committee during the Committee's regularly scheduled, in-person meetings. All complaints, any reports submitted upon completion of an investigation, and documentation of corrective actions will be retained in accordance with the retention policy for Sarbanes-Oxley Complaints included in the Company's Record Retention Policy.

10. **Interpretation and Enforcement:** The Committee is responsible for overseeing the interpretation and enforcement of these procedures. Subject to the Committee's oversight, the General Counsel or such other designee is responsible for day-to-day monitoring and enforcement of these procedures.