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Chairman of the Advisory Board,
Rutgers Center for Government Compliance and Ethics

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When Compliance is on the menu, not at the table

Yesterday the Oracle (who's right about 99.99% of the time) asked me if I had ever heard the quote "If you don't have a seat at the table, you're probably on the menu." "No," said I, "but that's spot-on!"

For the chief compliance officer (CCO), it all boils down to: If Compliance doesn't have a seat at the table where key discussions unfold, their goose may be cooked and on the menu faster than you can say, "The dog ate my homework."



Boehme

Imagine a meeting of the CEO's top team, where an agenda item drifts to a recent compliance investigation on sexual harassment and credit card abuse—but the CCO is not at the table. A powerful senior vice president (SVP) is angry. As a result of that investigation, he had to fire a trusted lieutenant for flagrant violations and managerial misconduct. But instead of some soul-searching about how he might have detected the problems in his group sooner, the SVP rails against the "new way" of overseeing investigations that requires confidentiality, objective oversight, and adherence to formal investigative guidelines. This should be a candid, transparent discussion of why investigations must be run professionally, why senior managers need to "walk the talk," and why discipline should be even-handed and consistent. But it won't be, because the CCO is not at the table.

Imagine a C-suite discussion on the quarterly earnings report without the CFO present, and you can see how ridiculous this is.

Give me 15 minutes, and I will give you 15 other real-life examples where an empowered, independent CCO was not at the table to carry the mandate of compliance, ethics, and culture into key discussions—to the company's detriment. Some of these end up in the glare of headlines (ahem, Wal-Mart, ahem); others have a more indirect, but equally insidious impact. Asking the General Counsel (or any other senior executive) to carry messages on behalf of Compliance is like playing the old-fashioned game of telephone: the original message never quite makes it to the recipients in its intended form. Even worse, the wrong people are at the table attempting to explain or (maybe) defend the compliance program.

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A seat at the table, whether board, C-suite, strategy, risk, or other key management meetings, should be a non-negotiable element of any CCO position that is structured for success. Without it, the company is likely to find that the CCO and the compliance program are what's for dinner. *

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