



Corporate Compliance Committee

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The Corporate Compliance Committee is responsible for the assessment and prioritization of legal compliance risk areas, the sharing of compliance program best practices, and the development of enterprise-wide tools and monitoring mechanisms to increase the efficiency and effectiveness of company-wide compliance activities.

The Committee's compliance risk assessment is shared annually with the senior management oversight committee and the Audit Committee of the Board of Directors.

Membership

Committee members are legal risk area subject matter experts and senior managers with compliance responsibility for specific risk areas, as well as the managers of Internal Audit, who serve as advisors to the Committee. The members are appointed to the Committee by the Chief Ethics and Compliance Officer, who serves as Chair of the Committee, in consultation with the Senior Compliance Counsel, who serves as Vice Chair. Business-based ethics and compliance officers serve as ex officio members. Members are expected to attend all meetings or designate a substitute.

Meetings and reports

The Corporate Compliance Committee meets quarterly to review company-wide compliance program activities. Members present progress reports on the status of the compliance efforts for their assigned legal risk areas, whether there have been any changes to the risk area or their evaluation of the level of risk, and any adjustments to the compliance program to address these changes.

As part of the continuous risk assessment process Subject Matter Expert (SME) members provide annual written reports on their assigned compliance risk areas, covering the adequacy of corporate policies, instructions, procedures etc. which define and implement their programs; any significant regulatory, political, or legal changes in their area of responsibility and whether these changes affect the level of compliance risk; and any new compliance risks to the company which need to be addressed.

Business-based ethics and compliance officers provide an annual assessment and supplemental compliance training plan for any additional compliance training needed in their organizations beyond the company-wide compliance training core courses to address business-specific compliance risks, including specialized training required for high-risk employees on an annual basis.

[Sample Corporate Compliance Committee Meeting Notice](#)

[Sample Compliance Committee Agenda](#)