

In an increasingly complex international business and regulatory environment, legal exposure and reputation-damaging publicity can be substantially reduced by having an effective ethics and compliance program and sound corporate governance practices. Skadden's white collar defense and investigations attorneys have assisted more than 250 clients, including some of the world's largest companies, in reviewing, developing and implementing compliance programs to prevent and detect violations of law. Our experience in enforcement matters allows us to design and enhance compliance programs based on what regulatory and enforcement authorities will look for when evaluating a program and offering investigation resolutions.

We work collaboratively with our clients' compliance stakeholders to ensure that they have in place comprehensive programs to help their employees conduct business ethically and in compliance with legal and regulatory requirements. Our attorneys — experienced in applicable areas such as antitrust, employment, environment, Foreign Corrupt Practices Act, government contracting, political and securities law, intellectual property and international trade — employ a cost-effective team approach to assess, develop and update clients' compliance programs. Where clients may already have internal resources to structure compliance programs, we often are called upon to provide an outside perspective on the programs already in place.

Our attorneys design and tailor compliance programs to meet each client's business requirements, taking into account the existing organizational and management structures, culture and needs, as well as guidance from the U.S. Department of Justice, other enforcement authorities, and, where applicable, the requirements of the Sarbanes-Oxley Act of 2002 and regulatory and listing authorities.

Our attorneys also advise clients on a full range of corporate governance and related matters, such as board of directors and committee composition, practices and procedures; development of board committee charters, governance guidelines, codes of conduct and other corporate programs and policies; directors' duties and responsibilities; CEO/CFO certifications; and compliance with applicable legal and regulatory requirements.

Compliance programs we have structured have included:

- risk analysis and identification of substantive areas in which compliance policies are needed;
- code of conduct and related policy creation and refinement;
- program organization, including compliance officer selection and compliance committee membership;
- development of effective code and policy distribution and employee training and education;
- design and implementation of whistleblowing programs;
- creation of monitoring and auditing procedures, including reporting systems, to evaluate program effectiveness;
- establishment of a framework for discipline, program revision and corrective action;
- program documentation; and
- board and management oversight of compliance and ethics programs.