Overview

- Inconsistencies and inexperience in the global world
- The cross-border client and the big picture
- Non-multinational corporations and their needs
In Practice and In Theory

The idea sounds great, but you could never do it...

*Or can you do it...just in a different way*
Importance of Critical Thinking

- Over-reliance on internet based research, information
  - Over-reliance on technology
    - Myopic thought

VS

- Critical Thinking
  - Practice
  - Walk through the business

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**Bribery Act**

<table>
<thead>
<tr>
<th></th>
<th>U.K.</th>
<th>U.S.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bribery</td>
<td>Bribing or being bribed is a criminal offense.</td>
<td>Bribing (but not being bribed) is a criminal offense.</td>
</tr>
<tr>
<td>Prohibits all</td>
<td>The law prohibits bribery whether made to a government official or</td>
<td>The law prohibits bribery only of foreign government officials.</td>
</tr>
<tr>
<td>bribery</td>
<td>a private person.</td>
<td></td>
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<tr>
<td>Facilitating</td>
<td>Facilitating payments, which are small payments made for routine</td>
<td>An exemption is provided for facilitating payments.</td>
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<tr>
<td>payments</td>
<td>non discretionary services, are not permitted in the UK.</td>
<td></td>
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<tr>
<td></td>
<td>The law imposes a new corporate offense: strict liability (no</td>
<td>Strict liability only under the books and records provisions.</td>
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<tr>
<td></td>
<td>corrupt intent required) to the corporation for offenses committed</td>
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<td></td>
<td>by persons associated and acting on behalf of the organization.</td>
<td></td>
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<tr>
<td></td>
<td>A company violating the law may be liable for an unlimited fine,</td>
<td>A company may be fined up to $2 million for violating the anti</td>
</tr>
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<td></td>
<td>and disgorgement of property obtained by the unlawful conduct.</td>
<td>bribery provisions. For books and records violations, a company may</td>
</tr>
<tr>
<td></td>
<td></td>
<td>be fined up to $25 million.</td>
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</table>
### Bribery Act

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<td>Senior officers of the company who have consented to or connived in the illegal conduct may be found to have violated the law  and may be sentenced to a prison term of up to ten years, unlimited fines, or both.</td>
<td>Individuals found to have violated the anti-bribery provisions of the law may be liable for fines up to $250,000 and up to five years in prison.</td>
</tr>
<tr>
<td>There is no books and records provision.</td>
<td>The law requires organizations to keep accurate books and records.</td>
</tr>
<tr>
<td>It is a defense to the corporate offense that the organization had adequate procedures in place to prevent bribery.</td>
<td></td>
</tr>
<tr>
<td>Enforcement only by the UK Serious Fraud Office.</td>
<td>Civil and criminal proceedings can be brought by SEC and DOJ.</td>
</tr>
</tbody>
</table>

There is no books and records provision.

The law requires organizations to keep accurate books and records.

### Are you thinking Critically?

My Employer is not in the U.K.
I'm not in the U.K.

WHAT DOES THIS HAVE TO DO WITH ME?
[other than helping me pass the test tomorrow......!!!]

VS

- Critical Thinking
- Practice
- Walk through the business
2012 Summer Olympics

sufficient nexus in UK?

examples to think about
• Corporate Hospitality
• Reasonable Proportionate

The Program

Goal: Structure a global plan
Risk

- Enterprise Analysis = Global Analysis
- Elimination
- Mitigation
- Desired Level of Exposure

Structuring a global plan

The Known

Address it immediately

Standard provisions

The Known Unknown

Address with a contingency

Contingency provisions

The Unknown Unknown

Hints may be given

Assume it, hedge it or walk away

VIAPRIMORIS and COMPANIES

VIAPRIMORIS and companies
global
Fear

- Boards need to operate without fear of the unknown
- Main risks can drive tactical decisions
- Ability to make strategic decisions in near and long term

Quest for Profitability
Common Obstacles Facing Implementation

- Lack of communication between responsible parties
- No advocate to handle integration processes
- Lack of knowledge about cost of redundancy within your organization
- No incentives to influence individuals to accept change
- Lack of alleged value to the company of integrating processes

mission statement:

building organizations that are game changers, operating globally and shaping corporate culture with ethics and compliance as fundamental principles imbedded in management decisions.
Are you inclusive or under inclusive?

How will it work in practice and in theory?

Most effective way from a Human Resources standpoint

Budgetary issues of maintaining the operation

Are you dependant on others?

Are you incurring a problematic line item of expense?

Most Importantly...

Are you just going through the motions?

Are you going to be effective?

What is in fact the final result?
The Goal of the Global Compliance and Ethics Program

Summary

The program can be used not just on a company-wide basis, but **globally** with a format easily allowing jurisdictional specific supplements where deemed necessary.
HOW DO YOU BUILD A CONSENSUS TO GET WHAT YOU NEED?

MORALITY
Creativity
Spontaneity
Problem solving
Lack of prejudice
Acceptance of facts

SELF-ACTUALIZATION

Self esteem, Confidence
Achievement, Respect of others
Respect by others

ESTEEM

Friendship, family

BELONGING

Safety of body, employment, resources, morality
The family, health, prosperity

SAFETY

Breathing, food, water, sleep,
Thinking out of the box

What works

What doesn’t

Coming full circle....
you have a good idea.....you just couldn’t do it....or can you...just in a different way....

Lets mix it up

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Thank You