

# Compliance & Ethics Professional

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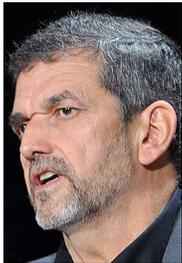
# Overreach: A sure way to a compliance officer's demise

Please don't hesitate to call me about anything any time.

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Snell

Once in a while, someone suggests or implies that compliance professionals should be involved in executive compensation. It seems to me that is the Board's role. Compliance programs are designed to help organizations follow the rule of law and build an ethical culture. We are not supposed to take over the management of the organization. One exception might be that we try to help management find ways to incorporate compliance metrics in the bonus structure. But I can think of few things that will derail a compliance officer and a compliance program faster than overreach. Those

who are suggesting compliance professionals get involved in setting executive compensation are overreaching and are on a path to failure.

I can just see the executive compensation crowd throwing up their hands and saying, "How can you not think executive compensation is important?" I *do* think executive compensation is important—I just don't think that everything that *is* important is the responsibility of the compliance officer. It may be an ethicist's, governance expert's, or the corporate social responsibility officer's job to opine about how those in governance handle executive compensation—but it's not the compliance officer's job.

When I was a compliance officer, people would ask me to overreach. One administrator wanted my help justifying the purchase of an expensive piece of medical equipment. They said their purchase was related to a compliance issue. I asked them to tell me the rule of law that we would break if they didn't buy the equipment. They couldn't. I said, "Well, come on back when you figure that out and I will help."

Many people want the compliance officer to focus on their area of interest including, Governance, Risk and Compliance folks; ethicists; legal; corporate social responsibility staff; etc. Everything is important, but that doesn't mean we shouldn't have at least one person focused on compliance with the rule of law. I support ethicists, CSR, the Legal department, and everyone else. I am just asking you to let us get our job done and to stop asking us to overreach or to become distracted.

Do not overreach. Do not listen to those who want you to overreach. Just because something is important doesn't mean it's your job. We have millions of people opining—but we have terrifyingly few people actually preventing, finding, and fixing regulatory problems. Stay focused, my friends. \*