

Utilizing the Corporate Secretary in your Ethics and Compliance Efforts

How can a Corporate Secretary enhance a company's overall ethics and compliance efforts? Corporate Secretary Deputy Editor Aarti Maharaj recently explored these issues and others in an interview with Matt Lepore, Vice President and Chief Council for Corporate Assistant General Counsel at Pfizer, about his role in creating and promoting an ethical culture in the pharmaceuticals industry. Lepore has some interesting observations on how a Corporate Secretary could move a company's compliance efforts forward within the context of this position.

Lepore said that his position at Pfizer gave him access to two groups. The first is the Board of Directors. In this role he works with and for the Pfizer Board of Directors to oversee the company's compliance program. Lepore noted that Board of Directors regularly discusses ethics and compliance. Further he believes that the Pfizer Board sets the tone for the company that demands business be conducted in an ethical manner. He stated that the company is regulated by several different US and foreign governmental agencies and therefore must comply with a wide variety of ethical standards. One of his jobs as Corporate Secretary is to help ensure compliance with this wide variety of regimes.

The second group Lepore also works with is the company's investors. In regard to this position, Lepore says that he works in partnership with Pfizer's head of CSR. However, the investors regularly inquire into the company's ethics and compliance and Lepore is the company point person in responding to such inquiries. Lepore said that working with these two different constituencies gives him the opportunity to both observe Pfizer's ethics and compliance efforts from a high level viewpoint and to interact with those in compliance to determine answers to various inquiries. With these two constituencies he can bring up items regarding ethics and compliance which those performing the day-to-day work may not readily observe.

Maharaj also wrote about The Conference Board Center for Sustainability panel "The Corporate Social Responsibility Officer's role in promoting an ethical corporate culture" in an article entitled "*Experts say a corporate secretary can help change ethical culture*". The Moderator, David Vidal, Director, Center for Sustainability, noted that "The corporate secretary is a monitor both of and for the board." This is because a Corporate Secretary sits "at the intersection of the company where they can change the marketplace. The Corporate Secretary has to be informed about sustainability ethics and provide updates to the board, including CEOs and others who do the recruiting."

Vidal's point echoed the concept raised by Lepore that the Corporate Secretary has several constituencies which he may work with and for. This can provide an opportunity to view a company's ethics and compliance program and to help shape and direct it. The Corporate Secretary may be an excellent resource to the Chief Compliance Officer which may be under-utilized. It might be worth a cup of coffee or short meeting to see what the Corporate Secretary

thinks about your ethics and compliance program or how they might be able to assist you in your efforts.

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