

Building the Business Case for Compliance

Brian R. Michael, VP & Deputy General Counsel, 21st Century Fox and Group Chief Compliance Officer, Fox Networks Group

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WEX Inc.

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Options Clearing Corp.



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Diversified Global Media & Entertainment Business

Broadcast Television & Cable Programming



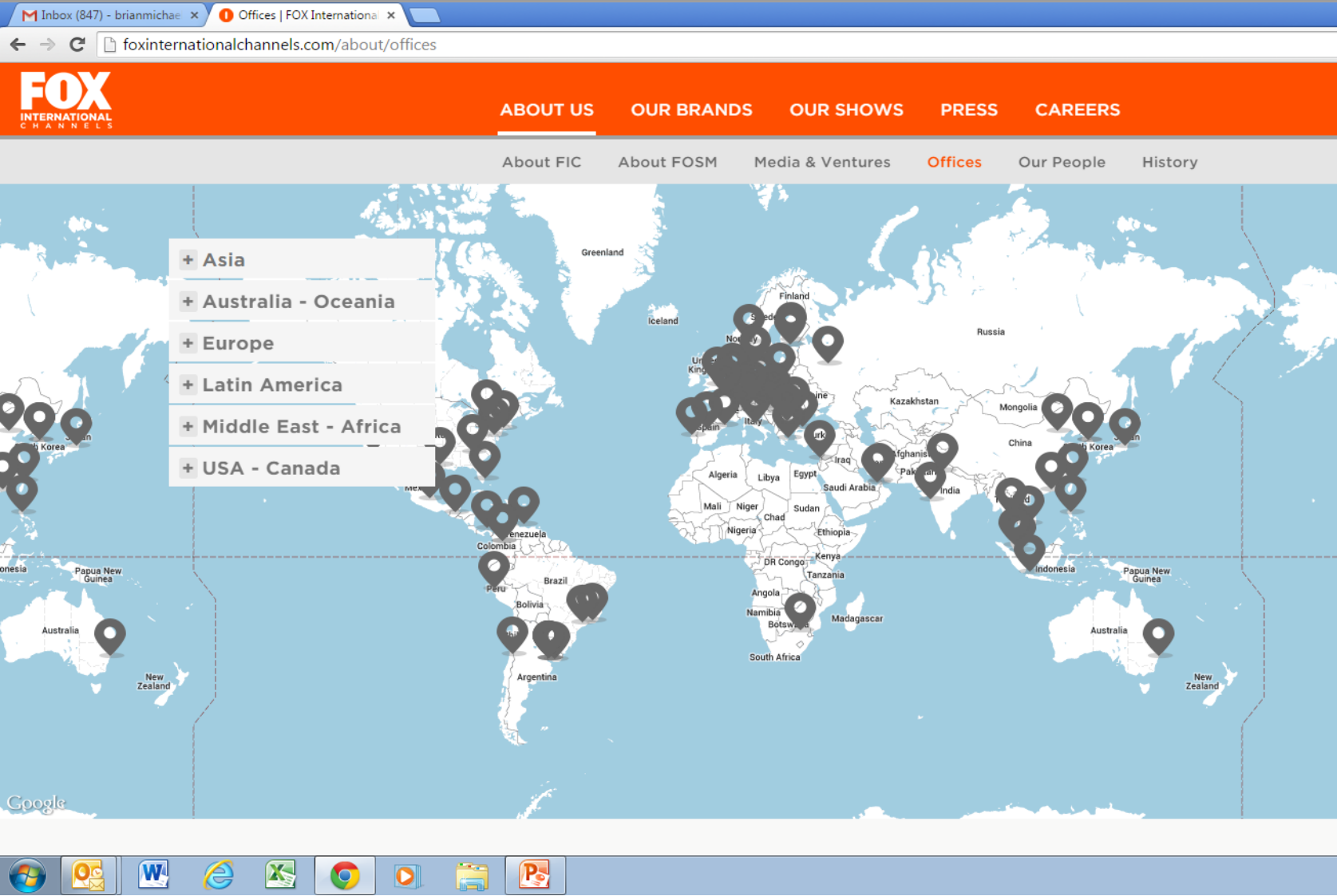
Generally Low Risk Business Activities



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Global Business Operations



How Do You Get Business Buy-In?

- Be a counselor and adviser, not just an enforcer



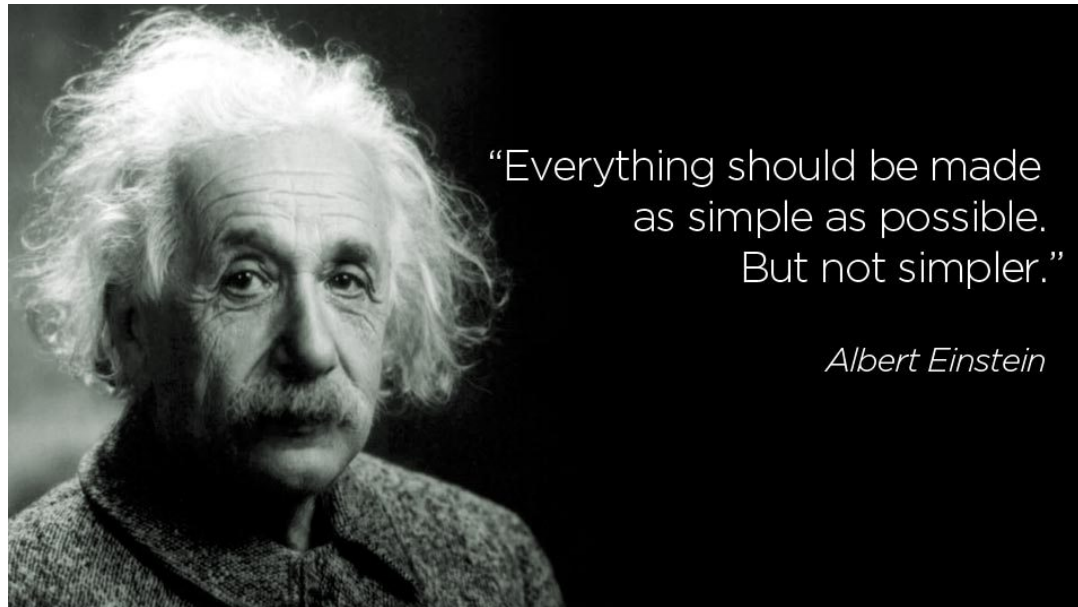
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- Develop personal relationships and build trust



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How Do You Get Business Buy-In?

- Be a counselor and adviser, not just an enforcer
- Develop personal relationships and build trust
- Keep it simple and practical, yet still effective
- Understand business demands and drivers...

Understanding Business Demands and Drivers...

- Spend time with the business people and speak their language



- Seek business input and feedback
- Educate with real examples that resonate



Marubeni
CORPORATION
Indonesia
\$88 million

hp
Russia, Poland,
& Mexico
\$108 million

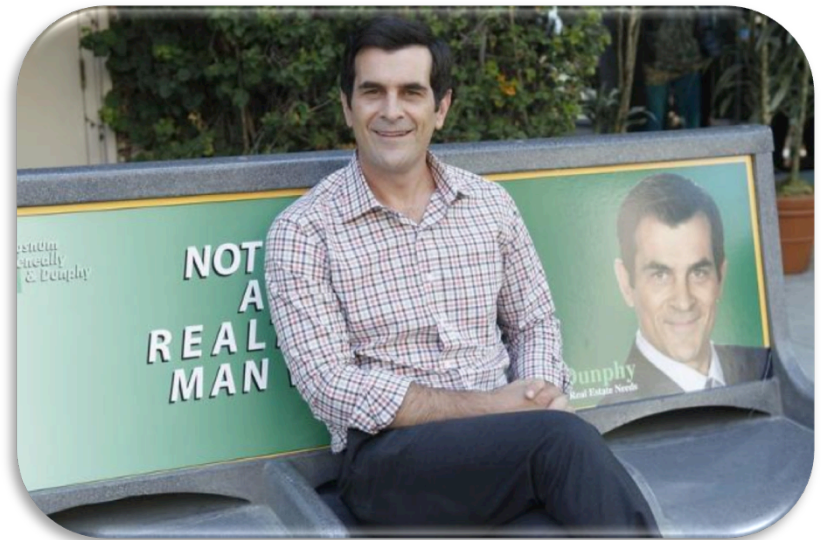
A V O N
the company for women
China
\$135 million


ALCOA
Bahrain
\$384 million

ALSTOM
Indonesia, Egypt, Saudi Arabia,
& Bahamas
\$772 million

How Do You Get Business Buy-In?

- Be a counselor and adviser, not just an enforcer
- Develop personal relationships and build trust
- Keep it simple and practical, yet still effective
- Understand business demands and drivers
- ***Use common sense***



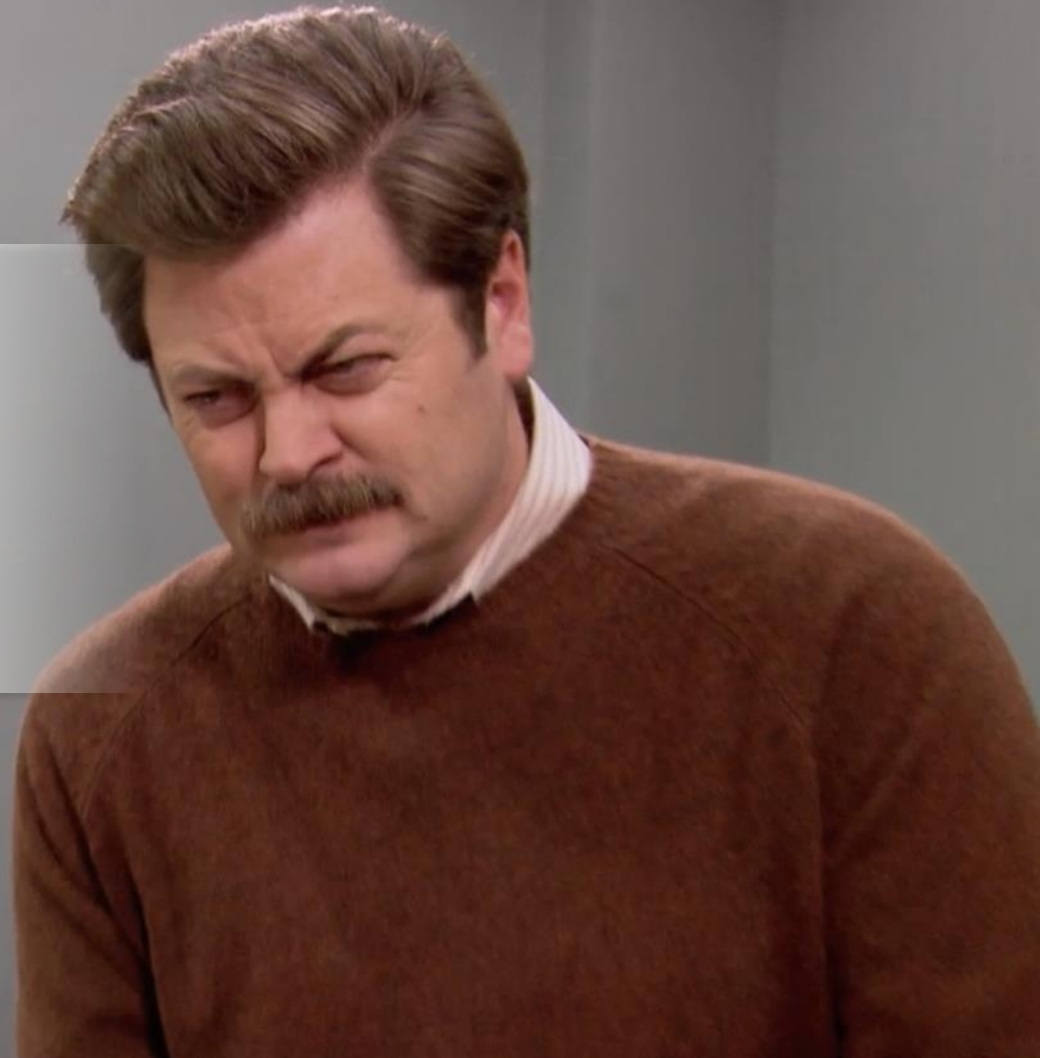
Building the Business Case for Compliance

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What is your Hook?

Define your problem broadly and look for business motivators beyond the obvious.



Where do you find the Hook?

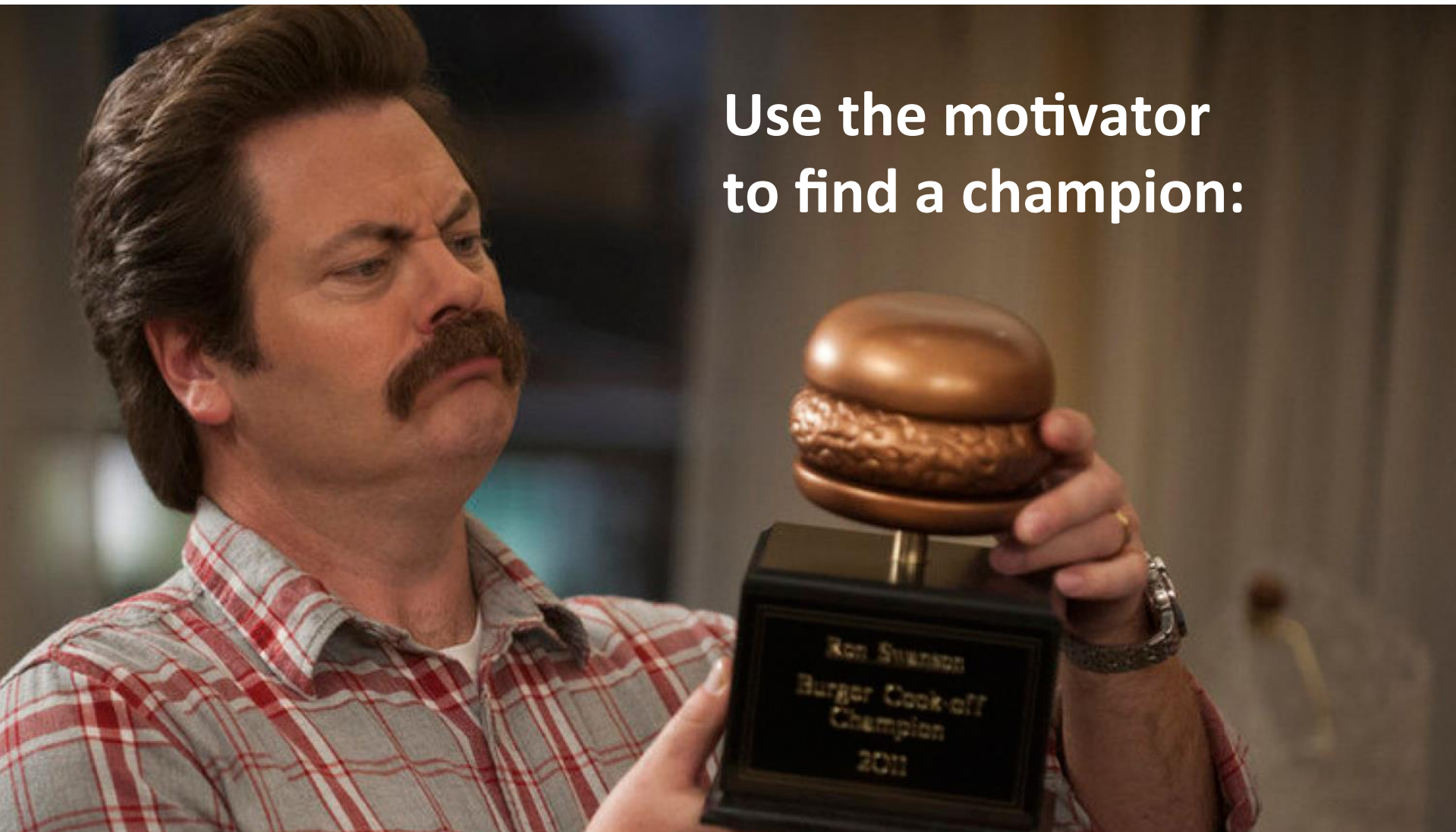


Business input is critical:

**You have to invest time
and build relationships
to find the motivators.**

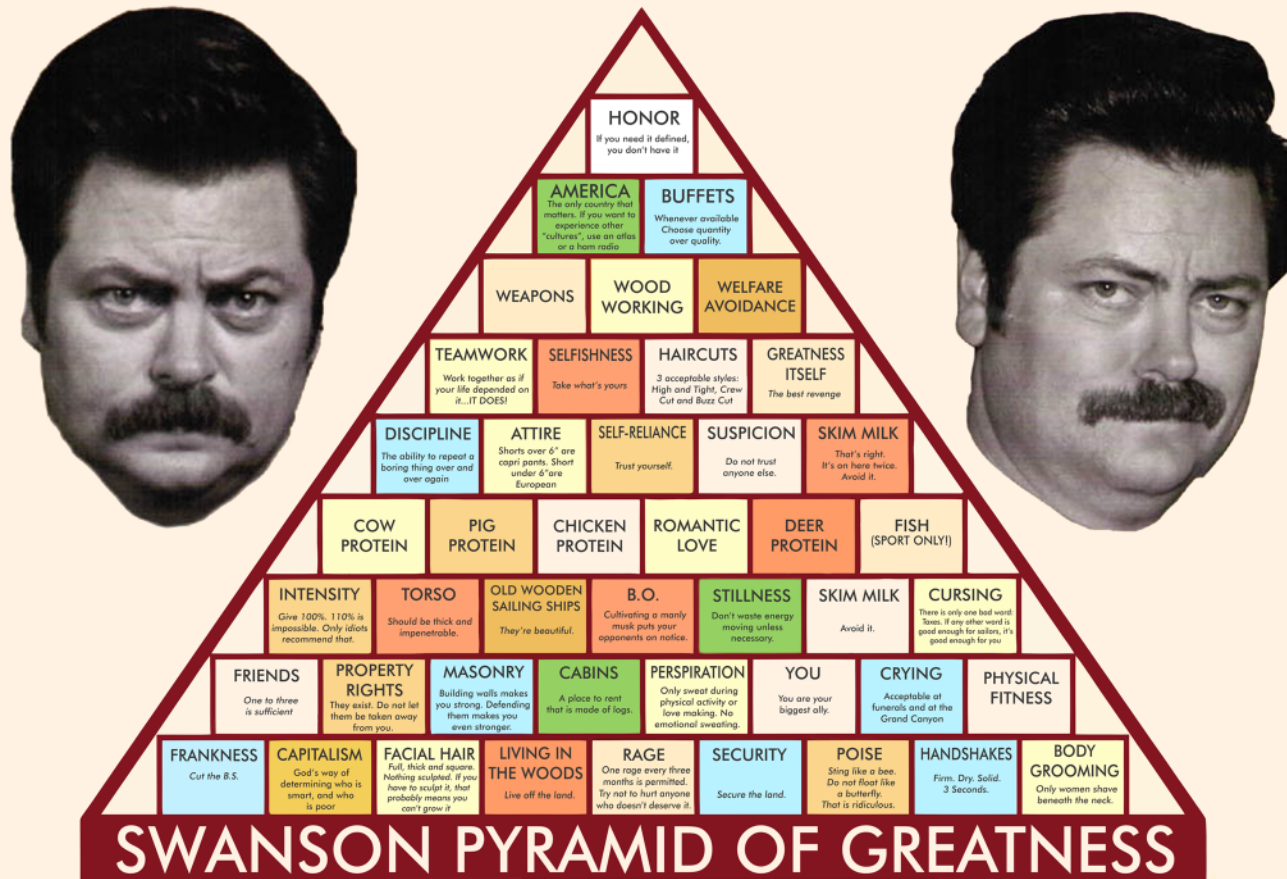
How to use the Hook?

**Use the motivator
to find a champion:**



How to use the Hook?

Build your business case around the motivator:



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Overview of OCC

World's largest equity derivatives clearing house



- Industry utility (SIFMU designation 2012)
- Provide clearance and settlement of options / futures
- Promote financial stability
- Guard against systemic risk
- Increased degree of regulatory oversight

Phased Construction Approach

- Relationship with stakeholders
- Assist in build of infrastructure
- Prepare for multiple exams
- Drive sustainable remediation of issues
- Incremental organizational change to address vulnerabilities

“The rung of a ladder was never meant to rest upon, but only to hold a man’s foot long enough to enable him to put the other somewhat higher.”

Thomas H. Huxley, English biologist and educator

Building the Business Case

- Relevant placement of resources
- Investing in compliance culture
- Stakeholder commitment
- Build scalability in changing environment
- Enhance governance and accountability structure
- Remain consistent and courageous



Partnership



- 90/10 to get to 50/50
- Support resource to the business
- Provide different perspective and constructive challenge
- Strong public and private partnership with leadership
- Communicate your support to business leaders and their teams