



SOUTH TEXAS COLLEGE OF LAW
CORPORATE COMPLIANCE CENTER



Where Are We Now?

Compliance Programs
One Year After the
Sentencing Guidelines
Amendments

South Texas College of Law
1303 San Jacinto, Houston, Texas
Garrett-Townes Hall

November 17-18, 2005

9 MCLE hours
2 Ethics hours

Generously underwritten by

Kroll

PROGRAM

Thursday, November 17

6.25 MCLE hours

.75 Ethics hours

8:00 a.m. REGISTRATION AND CONTINENTAL BREAKFAST *generously provided by Ford & Harrison LLP*

8:45 a.m. WELCOMING REMARKS AND PROGRAM INTRODUCTION

Paul E. McGreal

Director, Corporate Compliance Center,
South Texas College of Law, Houston

9:00 a.m. THE BOARD'S ROLE IN THE COMPLIANCE PROGRAM: VIEWS FROM IN-HOUSE AND THE BOARD

1.5 hours

MODERATOR

Anita Nesser

Associate General Counsel,
Centex Corporation, Dallas

THE BOARD'S PERSPECTIVE

Don Jordan

Chairman and CEO, Jordan Capital Management, Houston
Board member: AEGIS Services, Inc.; BJ Services Company;
Texas Medical Center

Michael E. Shannon

President, MESHannon & Associates, Inc., Houston
Board member: The Clorox Company; CenterPoint Energy;
NACCO Industries, Inc.

THE IN-HOUSE PERSPECTIVE

Linda L. Lipps

Director, Ethics and Compliance, CenterPoint Energy, Houston

Winthrop M. Swenson

Partner, Compliance Systems Legal Group, Washington, DC

10:30 a.m. Break

10:45 a.m. COOPERATION AND COMPLIANCE: WHAT DOES THE GOVERNMENT EXPECT?

1.25 hours; .5 ethics

MODERATOR

Lawrence D. Finder

Partner, Haynes and Boone, LLP,
Houston

PANELISTS

Joseph Cialone

Partner, Baker Botts LLP, Houston

Harold F. Degenhardt

District Administrator, Fort Worth District Office, Securities
and Exchange Commission

Hon. Chuck Rosenberg

United States Attorney, Southern District of Texas

12:00 p.m. Lunch Break

generously provided by Haynes and Boone, LLP

12:15 p.m. LUNCH SPEAKER

1 hour

Hon. E. Norman Veasey

Partner, Weil, Gotshal & Manges, LLP, New York
Chief Justice, Delaware Supreme Court (ret.)

1:15 p.m. After-lunch break

1:30 p.m. STUPID HUMAN TRICKS: TRAINING SUPERVISORS AND MANAGERS TO AVOID COMPLIANCE MISSTEPS

1.25 hours

MODERATOR

Michael P. Maslanka

Partner, Ford & Harrison LLP, Dallas

PANELISTS

Katrina Grider	Katrina Grider & Associates, Houston
Carrie Penman	Ethical Leadership Group, Bedford, MA
Daryk Rowland	Director, Kroll, Inc., Los Angeles
Danna M. Walton	Senior Counsel, Shell Legal Services, Houston

2:45 p.m. TAKING COMPLIANCE OUTSIDE THE ORGANIZATION: VENDORS, AGENTS, AND BEYOND
1.25 hours; .25 ethics

MODERATOR

Jay G. Martin	Vice President, Chief Compliance Officer, and Senior Deputy General Counsel, Baker Hughes Incorporated, Houston
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PANELISTS

Victor R. Moran	Senior Vice President, Chief Compliance Officer, Swift Energy Company, Houston
Greg Riggs	Senior Counsel, Alston & Bird LLP, Atlanta; former Senior Vice President and General Counsel, Delta Air Lines, Inc.
Blanche Stovall	Compliance Officer, Establishment Services - North America, American Express Company, New York

4:00 p.m. Adjourn

Friday, November 18

2.75 MCLE hours

1.25 Ethics hours

PROGRAM

8:00 a.m. CONTINENTAL BREAKFAST generously provided by Baker Botts LLP

9:00 a.m. HOW ARE WE DOING?—EVALUATING THE EFFECTIVENESS OF THE ETHICS AND COMPLIANCE PROGRAM 1.5 hours

Russ Berland	Global Standards of Business Conduct Team, Hewlett Packard Company, Lawrence
Scott Avelino	Director, Forensic Services, KPMG LLP, Washington, DC

10:30 a.m. Break

10:45 a.m. WHEN IN-HOUSE COUNSEL DO COMPLIANCE: ETHICS ISSUES AND CHALLENGES 1.25 hours; 1.25 ethics

MODERATOR

Paul E. McGreal	Director, Corporate Compliance Center, South Texas College of Law, Houston
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PANELISTS

Jim Hunter Birch	Partner, Hughes & Luce, LLP, Dallas
John M. Freeman	Ethics & Compliance Director, Baker Hughes Incorporated, Houston
A. Michael Warnecke	Partner, Haynes and Boone, LLP, Dallas
Thomas H. Watkins	Partner, Brown McCarroll, L.L.P., Austin

12:00 p.m. Adjourn



Where Are We Now?

Compliance Programs One Year After the Sentencing Guidelines Amendments

In 1991,

the United States Sentencing Commission launched the modern compliance movement with the federal organizational Sentencing Guidelines, which established seven criteria for an effective corporate ethics and compliance program. Though intended for use in sentencing organizations, the Guidelines criteria became the starting point for any discussion of ethics and compliance programs, as prosecutors, regulators, and compliance professionals quickly embraced them. For the first time, the compliance world had a single set of standards for organizations of all sizes, in all industries.

The Guidelines, however, raised nearly as many questions as they answered. Written in broad terms, the criteria left companies to experiment as they designed, operated, and evaluated their ethics and compliance programs. Progress was incremental, with compliance professionals learning by doing and sharing experiences.

Then in 2001, on the Guidelines' tenth anniversary, the Sentencing Commission began revising the original seven criteria to reflect a decade of practical experience. Taking effect in November 2004, the amended Guidelines clarified and expanded the original seven criteria, leaving compliance professionals much hard work in implementing the changes.

This program offers a first chance to take stock of how companies are responding to the amended Guidelines. The presentations and panels bring together an outstanding faculty of practitioners with extensive compliance experience to share their perspectives on:

- The Board's evolving role in the ethics and compliance program
- Evaluating the program's effectiveness
- Extending the program to agents, suppliers, and other third parties
- Training supervisors and managers about their compliance roles
- The government's current expectations for compliance and cooperation
- Legal ethics issues for lawyers who work in compliance

Hon. E. Norman Veasey

Partner, Weil, Gotshal & Manges, LLP, New York
Chief Justice, Delaware Supreme Court (ret.)

LUNCH SPEAKER

FEDERALISM V. FEDERALIZATION IN CORPORATE LAW AND LAWYER CONDUCT

Judge Veasey will share his views on the growing tension between state and federal regulation of corporate America, drawing on his twelve years as Chief Justice of the Delaware Supreme Court.

REGISTRATION INFORMATION

Where Are We Now?

Compliance Programs

One Year After the Sentencing Guidelines Amendments

November 17-18, 2005

Garrett-Townes Hall at South Texas College of Law, 1303 San Jacinto, Houston, Texas

(For map, visit www.stcl.edu/01/welcome/map-houston.htm)

To Register: See Registration Form. For those who register early, course books, meals and seating will be reserved until the start of the first presentation. Allow one week to process registration. Confirm your registration at www.stcl.edu/cle/registrationconfirmation.html.

NO WRITTEN CONFIRMATIONS WILL BE SENT.

MCLE/MCE Credit: Accredited by the State Bar of Texas/MCLE Department for nine (9.00) MCLE hours, including two (2.00) hours of legal ethics. This course has been approved by the Texas Board of Legal Specialization for certification and recertification continuing legal education requirements for attorneys and legal assistants in Administrative Law.

Refund Policy: Refunds, less a \$45.00 processing fee, are given to those who cancel in writing by November 15, 2005. After that date, non-attending registrants will receive the materials by UPS (please allow 3 weeks for delivery). Substitutes are accepted.

Hotel Accommodations: Two great hotels in the Historic Humble Oil Building, located two blocks from the law school:

- Courtyard by Marriott, 916 Dallas Street, Houston, TX, 888-269-2163
- Residence Inn by Marriott, 904 Dallas Street, Houston, TX, 800-730-3931

Both hotels are offering a rate of \$99 per night, guaranteed until November 1, 2005. Reservations may also be made at www.stayatmarriott.com/stc. Please indicate you are attending the South Texas College of Law Continuing Legal Education program.

Parking: Parking is available in garages and on surface lots near the law school:

- Fannin Garage, 1112 Clay Street (between Fannin and San Jacinto), \$5.00 per day, no in-and-out privileges. Reserved parking for the disabled on floors 5, 7, 9 and 11 near the elevator.
- Central Parking System (surface lots), 1200 San Jacinto (between Dallas and Polk), \$5.50 per day.
- Main Street Garage, 1301 Main Street, \$9.00 per day.

Special Accommodations: For any special needs as addressed in the Americans with Disabilities Act, call Linda Roberts at 713-646-1759 or 800-646-1253 by October 20, 2005, or as soon thereafter as possible.

REGISTRATION FORM

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Garrett-Townes Hall at South Texas College of Law
1303 San Jacinto, Houston, Texas

TO REGISTER

By mail, send this form with your check payable to:

South Texas College of Law
Corporate Compliance Center
1303 San Jacinto
Houston, Texas 77002
Attn: Linda Roberts

You may also register by:

☎ Fax: 713.646.1780

☎ Phone: 713.646.1759

Online: www.stcl.edu/cle/cle.html

Fax/phone/online registrations MUST include an American Express, MasterCard or Visa account number and expiration date.

Confirm your registration at www.stcl.edu/cle/registrationconfirmation.html. Allow one week to process registration.

Call 713-646-1759 or 800-646-1253 for more information. For map, visit www.stcl.edu/01/welcome/map-houston.htm.

- \$295 Attorneys
- \$260 Members of the Greater Houston Business Ethics Roundtable
- \$140 ea. Course materials only (includes shipping and handling)

Name _____

Bar Card No. _____

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City _____ State _____ Zip Code _____

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