

02/03/07

## **Employment and Labor Law Committee**

### **Delegation of Authority to Engage in Advocacy Activities**

ACC's Employment and Labor Law Committee (the "ELLC") seeks delegation of authority from the Board of Directors to engage in advocacy activities as contemplated in the ACC guidelines adopted June 23, 1993. Any advocacy activities undertaken pursuant to this delegation of authority will be consistent with the following positions<sup>1</sup>:

**a. Reasonable Regulatory Disclosure and Reporting Requirements.**

The ELC supports disclosure and reporting of all information which is relevant and material to the purpose for which it is required. From time to time the U.S. Equal Opportunity Commission, the U.S. Department of Labor, the Internal Revenue Service (specific to ERISA related matters), and other regulatory agencies concerned with employment law matters, impose or propose requirements which may be complex and/or ambiguous, which would unreasonably expand the authority of federal agencies, and/or which would impose inappropriate or unreasonable burdens on member entities and/or corporate counsel involved in compliance counseling. Where member entities and/or their corporate counsel are significantly affected by such legislation and/or regulatory actions in employment and/or labor relation matters the ELC may undertake to comment on the substantive and technical aspects of such legislation and/or regulatory proposals with a view to removing costly and other burdensome requirements (including risks of litigation) while preserving legitimate public policy goals. Such comment would rely upon information, legal authority, and opinions developed by members having particular knowledge of the subject matter addressed.

<sup>1</sup> The ELLC understands that authority to undertake advocacy or positions not contemplated by this delegation of authority must be proposed and will require the approval of the ACC Board's Advocacy and or Executive Committees. Accordingly, prior to engaging in any such advocacy, the ELLC and or its designated Policy Subcommittee Chair(s) will seek advance approval of the Policy Committee of the Association's Board of Directors.

**b. Reduction of Frivolous Litigation.**

The ELC may seek to comment on and advocate proposals to or by federal and state legislative, regulatory, and judicial authorities which would reduce the burdens of frivolous litigation relating to employment and/or benefits law related claims.

**c. Simplification of Reporting Requirements.**

The ELLC may also comment on proposals by and or advocate proposals to the U.S. Department of Labor and Internal Revenue Service which simplify the current reporting requirements under the Employee Retirement Income and Security Act (“ERISA”) and other federal information reporting programs.

To ensure that the comments or other actions are consistent with established ACC guidelines and reflect a consensus of the members of the committee and that no substantial objection exists, this authorization shall be exercised within the following parameters:

1. Topics for comment shall relate to Employment, Labor and/or ERISA law issues only.
2. The Executive Council of the ELLC, through the Chair and or Co-Chairs of the ELLC Policy Subcommittee, shall ensure the consideration of the interest of a broad and diverse cross section of the association and the ELLC in the analytical and drafting process.
3. Review and comment shall be coordinated with other committees and organized groups within the Association, if any, that have expressed a substantial or significant interest in the topic.
4. The committee shall provide the ACC Advocacy staff and Committee liaison staff with a minimum of one week’s notice of the ELLC’s intention to submit any documents or comments pursuant to this authority.
5. Comments shall be reserved for those issues which significantly affect in-house corporate counsel or where in-house corporate counsel might otherwise be expected to have a unique perspective.
6. The Executive Council of the ELLC shall determine that, in its best judgment (based, *inter alia*, on the views expressed during the drafting process, comments received under other circumstances by other

committee members, consideration of the varying likely views of, and impact of the proposal on, various diverse companies and institutions whose corporate counsel are members of the association, etc.), the views expressed in the comment represent a consensus view of the ELLC and that there would not be substantial objection either to the expression of the views or to the substance of the views themselves.

7. Final comments shall be approved unanimously by the Executive Council of the ELLC prior to publication.
8. At the earliest practicable time, the Executive Council of the ELLC, through its Chair or other designee(s), shall notify the President of the Association, the Chair of the Board of Directors, and the Chair of the Board of Directors' Advocacy Committee as to the intended communication, the general nature of the communication, and the basis for determining that the above requirements are expected to be met.
9. Upon publication of any position taken under this delegation of authority, the Executive Committee of the ELLC will provide a final electronic copy, along with any background reference material to the ACC staff members who serve as 1) Committee Liaison, and 2) Advocacy Liaison so that the positions may be communicated to the membership, mounted to the ACC and or ELLC websites, and recorded in the headquarters' office files for the ELLC.
10. This initial delegation of authority will be granted for a period of one year, at which time the Advocacy Committee will review with the ELLC any changes to this authority that either party wishes to consider. The Advocacy Committee presumes that the delegation of authority will be renewed for successive one-year terms if operating as planned by both parties.

*Renewed by the Association of Corporate Counsel's Board of Directors  
February 3, 2007.*