

Please Join Us Virtually: Conducting Third-Party Due Diligence - Some Real-Life Stories and Lessons Learned

June 17, 2021

Virtual Luncheon

Please join Miller Canfield at the June Virtual Aerospace and Defense Luncheon

Conducting Third-Party Due Diligence - Some Real-Life Stories and Lessons Learned

Thursday, June 17, 2021

12:00 - 1:30 PM (EDT)

Third parties represent an enormous Foreign Corrupt Practices Act (FCPA) risk area for companies doing business internationally, and having an effective due diligence process to identify and weed out corrupt third parties is critically important in preventing FCPA liability. In "A Resource Guide to the U.S. Foreign Corrupt Practices Act," Second Edition, updated by the Department of Justice and Securities and Exchange Commission in July 2020 (Resource Guide), the DOJ and SEC observe that "FCPA enforcement actions demonstrate that third parties, including agents, consultants, and distributors, are commonly used to conceal the bribes to foreign officials in international business transactions. Risk-based due diligence is particularly important with third parties and will also be considered by [the] DOJ and SEC in assessing the effectiveness of a company's compliance program." The Resource Guide also highlights the importance of pre-acquisition FCPA due diligence prior to an M&A transaction and the importance of prompt post-acquisition integration of the acquired company into all of the acquiring company's internal controls, including its FCPA compliance program, which may include reevaluating the acquired company's third parties under the acquiring company's standards.

Our program will feature a discussion of effective third-party due diligence through a number of real-life stories illustrating its importance in M&A transactions, the importance of close cooperation between a company's legal department and other corporate departments and functions, including business development and its international field offices, in identifying problematic third parties, the importance of effectively using investigative resources and "boots on the ground" investigations, the importance of detailed due diligence on customer-directed business partners and of understanding a third party's relevant experience and capability and the reasonableness of compensation, and the benefits of conducting face-to-face due diligence interviews with third parties.

Our panel will include:

- **Brian Baldrate**, Vice President & General Counsel, Global Legal Affairs & Government Relations at Raytheon Technologies
- **Bill Waite**, Founder, Former CEO, and Vice Chairman of Risk Advisory Group

Continued

- **Howard Weissman**, Senior Counsel, Miller Canfield, and former Vice President & Associate General Counsel-International at Lockheed Martin Corporation

This event will be subject to the Chatham House Rule to encourage an open and frank discussion.

This event will begin promptly at 12:00 PM EDT, utilizing Zoom, with the lines opening for connections beginning at 11:50 AM EDT