



# Corporate Ombudsman

A S S O C I A T I O N

## ANNUAL CONFERENCE

MAY, 1988

MONDAY, MAY 23, 1988

1:00 PM - 2:00 PM	Board of Directors Meeting
3:00 PM - 4:00 PM	New Member Orientation
6:30 PM - 9:00 PM	Registration COCKTAIL PARTY HOST: UNITED TECHNOLOGIES

TUESDAY, MAY 24, 1988

7:30 AM - 8:30 AM	BREAKFAST
8:30 AM - 9:15 AM	President's Welcome  Keynote Speaker: JOHN SIMS, V.P. STRATEGIC RESOURCES DIGITAL EQUIPMENT CORPORATION
9:15 AM - 10:45 AM	Ethics/Dramatized Case Study Carole Trocchio, et al
10:45 AM - 11:00 AM	BREAK
11:00 AM - 12:00 PM	Report on Ombudsman Research - James Ziegenfuss, Phd. - Lee Robbins, Phd.
12 NOON - 1:30 PM	GROUP LUNCH
1:30 PM - 5:30 PM	MEDIATION SKILLS WORKSHOP: CHRIS MOORE CENTER FOR DISPUTE RESOLUTION DENVER, COLORADO
5:30 PM	ADJOURN

EVENING:

6:00 PM	DINNER HOST: DIGITAL EQUIPMENT COMPANY
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Clark Wilson Survey  
Subord's exam

WEDNESDAY, MAY 25, 1988

7:30 AM - 8:30 AM	BREAKFAST
8:30 AM - 10:00 AM	Legal Issues/AA/EEO - Gerald Weinstein, Esq. - James Simon, Esq.
10:00 AM - 10:30 AM	BREAK
	INFLUENCING CORPORATE CULTURE
10:30 AM - 12:00 PM	Analyzing Performance Reviews - Kitt Kitterman
	Enhanced Employee Commitment Program - <del>Dorris Besgrove</del> <i>Dick Kallmeier - McD-D</i>
12:00 AM - 1:30 PM	GROUP LUNCH LUNCHEON SPEAKER - ALAN YUSPEH "PROGRESS OF THE DEFENSE INDUSTRY INITIATIVE ON BUSINES ETHICS AND CONDUCT"
	INFLUENCING CORPORATE CULTURE (continued from morning)
1:30 PM - 2:30 PM	Downsizing - James Hendry, Moderator - Vince Riley - Gregg Raudabaugh - <del>Ann Benninger</del> <i>Bob Harrison</i>
2:30 PM - 3:00 PM	BREAK
3:00 PM - 4:00 PM	Mary Rowe's Crystal Ball
4:00 PM - 5:30 PM	Annual Meeting of Corporate Ombudsman Association
	Introduction of Board Members
	New President's Address
5:30 PM	ADJOURN

Diversity

Violence

Genetic  
Testing

Proposed Revisions: 5/23/88

CORPORATE OMBUDSMAN ASSOCIATION

BY-LAWS

ARTICLE I

MEMBERS

Section 1.1. Classes of Members. There shall be one (1) class of Members of the Corporation which shall be known and referred to as "Members."

Section 1.2. Election of Members and Duration of Membership. The charter Members of the Corporation shall consist of the Incorporator or Incorporators. Prior to the first meeting of the Board of Directors, the Members shall consist of the charter Member or Members and such additional persons as the Incorporators or Incorporator shall elect or appoint as Directors or officers. At and following the first meeting of the Board of Directors, Members of the Corporation shall consist of those persons already Members as aforesaid, plus such additional persons who may at any time submit applications for membership to an officer of the Corporation, accompanied by a membership fee the amount of which shall be determined for each class of membership from time to time by the Board of Directors. Qualification for membership shall be determined by the Board of Directors which shall consider whether such person will further the ideals and aims of the Corporation. Any person accepted as a Member shall remain a Member, for so long as such Member regularly and timely pays the Membership dues established by the Board of Directors for such Member's class of Membership, until his or her death, resignation or removal.

Section 1.3. Removal. Any Member may be removed by a two-thirds vote of the Directors present and voting at any regular or special meeting of the Board of Directors.

Section 1.4. Resignations. A Member may resign his or her membership at any time by written resignation delivered to the Corporation at its principal office or to any officer of the Corporation. Acceptance thereof shall not be necessary to make such resignation effective unless so stated in the resignation, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

## ARTICLE II

### DIRECTORS, COMMITTEES AND OFFICERS: ELECTION, POWERS AND DUTIES

Section 2.1. Directors and Officers. The Board of Directors of the Corporation shall consist of not less than three (3) nor more than ten (10) Directors. The exact number of Directors (within such limits) constituting the Board of Directors shall be fixed by the Incorporators or, after incorporation, at each annual meeting by the Members, provided that by vote of the Members at a special meeting called for the purpose the number of Directors may be increased or decreased (subject to said limitation) and provided further that by vote of a majority of the Directors then in office the number of Directors may be increased (subject to said limitation). The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, [~~\*\* change "a Clerk" to "Secretary"~~], and such other officers as the Incorporator or Incorporators or the Board of Directors may from time to time elect or appoint. Except as otherwise specifically required by law, the same person may simultaneously occupy more than one office. Directors must be Members [~~\*\* delete "as distinguished from Associate Members"~~] of the Corporation.

In addition to the appointed number of Board Members, there shall be one (1) to three (3) Board Members-Elect. Board Members-Elect shall not vote on any motion before the Board until they become full Board Members. Board Members-Elect will complete terms of office which become vacant mid-term and/or will rotate onto Board of Directors when positions become available. If no Board Member-Elect is available, then the new Director shall be elected from the Membership at-large.

Section 2.2. Terms of Office: Vacancies. The Directors, President, Vice President(s), Treasurer and [~~change: Secretary, delete , Clerk~~] shall hold office, except as otherwise hereinafter provided, until the next annual meeting of Members or Directors at which they are regularly elected and until their respective successors are chosen and qualified. All other officers shall hold office during the pleasure of the Board of Directors. In case a vacancy shall occur for any cause in the Board of Directors or in any other office, including a vacancy resulting from enlargement of the Board, the Board of Directors (or the remaining Directors, although less than a quorum) may fill such vacancy by the affirmative vote of a majority of the Directors then in office. Any vacancy in the Board of Directors may also be filled by the Members at any annual or special meeting unless such vacancy shall have been previously filled by the Board of Directors. A Director or officer so elected by the Board of Directors or the Members to fill such vacancy shall hold office only until the next meeting of the Members or Directors at which the office would regularly be filled and until a successor is chosen and qualified.

✓ All Board Members may be elected to two (2) consecutive three (3) year terms of office followed by one year off of the Board before being eligible for re-election. Time served to complete an unexpired term of a former Board member [delete: shall not be in addition to amend to: may be in addition to] the two elected terms. Following the year in office the former President will be asked to serve an additional year even if the term of office has expired. The Executive Officer and the Clerk may serve ex-officio for the duration they serve in said offices.

Section 2.3. Resignation and Removal. Any Director may be removed from his or her office with or without cause by the vote, at a meeting at which a quorum is present, of a majority of Members who are present; or duly represented by proxy and any officer may be removed from his or her office with or without cause by the vote of a majority of the Directors then in office.

Section 2.4 Board of Directors. Directors shall be elected by the Members at each annual meeting of the Members or at any meeting of the Members held in lieu thereof in accordance with the Provisions of Section 3.1. The Board of Directors shall have the general management and control of all the property and affairs of the Corporation, and shall exercise all of the powers of the Corporation, except such as are conferred by law or by the Articles of Organization of the Corporation or by these By-Laws upon the Members. Without limiting the generality of the foregoing, the Board of Directors shall have full power to fix the compensation of any and all employees of the Corporation.

Section 2.5. Standing Committees. At each annual meeting of the Board of Directors, or any meeting held in lieu thereof, the President shall appoint persons to such standing committees as the Board by resolution may create from time to time.

Section 2.6. Ad Hoc Committees. The Board of Directors may from time to time appoint such ad hoc committees as it deems necessary or desirable with such powers as the Board of Directors may determine. The members of any such committee, who need not be members of the Board of Directors, shall hold office subject to the pleasure of the Board of Directors. Each such committee so appointed shall keep regular minutes of its proceedings and report the same to the Board of Directors upon request.

Section 2.7 President and Vice Presidents. The President shall be elected annually by and from the Board of Directors at the first meeting of the Board following the annual meeting of the Members. The President shall have, subject to the supervision of the Board of Directors, general management, charge and control of all the affairs of the Corporation, and shall be its chief executive officer. The President, if in attendance, shall preside at all meetings of the Members and of the Board of Directors.

One or more Vice Presidents may be elected from time to time by the Board of Directors. A Vice President shall have such powers and be charged with such duties, including (to the extent

permitted by law) during the absence or inability to act of the President, such of the powers and duties of the President as the Board of Directors may prescribe or as the President may designate.

Section 2.8. Treasurer. The Treasurer shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Members. The Treasurer shall keep or cause to be kept regular books of account which are to be available at all times for inspection by any Director, and the Treasurer shall report to the Board of Directors on the financial condition of the Corporation whenever requested to do so by the Board of Directors. The Treasurer shall have the custody of all documents of title and valuable papers. Subject to the supervision and control of the Board of Directors, the Treasurer shall receive and disburse the funds of the Corporation.

One or more Assistant Treasurers may be appointed from time to time by the Board of Directors. An Assistant Treasurer shall have such powers and be charged with such duties, including (to the extent permitted by law) any or all of the powers and duties of the Treasurer, as the Board of Directors may prescribe or as the Treasurer shall delegate.

The Executive Officer will also serve as Assistant Treasurer as defined above.

Section 2.9. Clerk. The Clerk, who shall be a resident of the Commonwealth of Massachusetts (except that such residence shall not be required during any period in which the Corporation has a duly appointed resident agent), shall ~~be elected annually by the Board of Directors at its first meeting following the annual meeting of the Members-~~ <sup>\*\* AMEND delete-</sup> be an ex-officio position for the association filled by the attorney for the association." ]

Secton 2.9b. Secretary. The shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Members. The Secretary shall be present at and keep minutes of all meetings of the Members and of the Board of Directors, shall give notice of meetings of the Members and of the Board of Directors and shall perform all duties commonly incident to such office or which may be properly required of the Secretary by the Board or the President.

The Board of Directors from time to time may appoint one or more Assistant Secretaries who, in the absence of the Secretray, shall perform the duties of that office.

In the event of the absence of the Secretary and the Assistant Secretaries, if any, from any meeting of the Members or of the Board of Directors, the Members or Directors at such meeting may appoint a Temporary ~~\*\*[Secretary]~~ to keep the records of the meeting and to perform such other duties in connection with that office as the meeting may prescribe.

*delete clerk*



Section 2.10. Executive Officer. The Executive Officer will serve as administrator for the Corporation and shall manage all affairs subject to the instructions of the President and the supervision and control of the Board of Directors. The Executive Officer will also serve as Assistant Treasurer as defined in section 2.8.

Section 2.11. Miscellaneous Duties and Powers. In addition to the foregoing specifically enumerated duties and powers, the several officers and individual Directors of the Corporation shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them from time to time by the Board of Directors or any officer herein authorized to do so or as may be imposed upon by law.

### ARTICLE III

#### MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. The annual meeting of the Members shall be held in every year on the third Tuesday in May at 8 o'clock p.m. (or if that day falls on a legal holiday in the place where the meeting is to be held, on the next succeeding business day) at the principal office of the Corporation within the Commonwealth of Massachusetts, unless the Directors appoint some other date or place either within or without the Commonwealth. At such annual meeting the Members shall elect Directors, hear the report of the Treasurer and transact such other business as may otherwise properly come before the meeting. In the event that for any reason the annual meeting shall not be held as herein provided, a subsequent special meeting of the Members shall be held in lieu of and for the purposes of the annual meeting with all the force and effect of an annual meeting and for such other purposes as may be specified in the notice of said special meeting.

Section 3.2. Special Meetings. Special meetings of the Members may be called at any time by the President, or by a majority of the Directors. Special meetings shall be called by the [~~\*\*amend to "Secretary", delete "Clerk"~~], or in the case of the death, absence, incapacity or refusal of the [~~\*\*delete Clerk insert "Secretary"~~], by any other officer, upon written application of three or more of the Members entitled to vote at such meeting, stating the place, day, hour and purposes of the meeting. Special meetings of Members may be held within or without the Commonwealth of Massachusetts.

Section 3.3. Notice. A written or printed notice of any annual or special meeting of the Members, stating the place, day, hour, and purposes thereof, shall be given to each Member by the [~~\*\* delete Clerk change to Secretary or Assistant Secretary~~] or such other person authorized by these By-Laws to call a meeting, at least seven (7) days before the date of the meeting by leaving

msuch notice with the Member or by delivering it to his or her residence or usual place of business by mailing the same, postage prepaid, directed to the address of the Member as last recorded on the books of the Corporation. It shall be the duty of each Member to notify the Corporation of his or her post office address. Whenever notice of a meeting is required to be given to a Member under any provision of the General Laws of the Commonwealth of Massachusetts or of the Articles of Organization or By-Laws of the Corporation, a written waiver thereof, executed before or after the meeting by such Member or by an attorney representing such Member, duly authorized and filed with the records of the meeting, whether or not such Member continues to be a Member at the time of his execution of such waiver, shall be deemed equivalent to such notice.

Section 3.4. Quorum. A majority of the total number of Members, present or duly represented by proxy at the meeting, shall constitute a quorum for the transaction of business at any meeting of the Members, provided, however, that if there shall be at least ten (10) Members who are present or fully represented by proxy at the meeting, then such number shall constitute a quorum for the transaction of business thereat, irrespective of the total number of Members.

Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present and the meeting may be held as adjourned without further notice. At any such adjourned meeting at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.5. Vote Required. If a quorum is represented at a meeting, the affirmative vote of a majority of the Members who are present or duly represented by proxy at the meeting shall be sufficient to elect any Director or to transact any business unless the matter is one upon which, by express provision of law or of the Articles of Organization or the By-Laws of the Corporation, as amended from time to time, a different vote is required or permitted, in which case such express provision shall govern. Any election by Members shall be determined by a plurality of the votes cast by the Members who are present or duly represented by proxy at the meeting.

Section 3.6. Method of Voting and Proxies. Each Member of the Corporation shall be entitled to one vote at any meeting of the Members of the Corporation or at any adjournment thereof. Any Member not present in person at any such meeting of the Members of the Corporation may vote thereat by a proxy signed by such Member and filed with the [\*\*Clerk amend to Secretary] prior to the commencement of the meeting, but no such instrument which is dated more than six months before the meeting specified therein shall be accepted. Except as otherwise limited therein, proxies shall entitle the persons who are authorized to vote thereby to vote at any adjournment of such meeting but no such

✓ proxy instrument shall be valid after the final adjournment of such meeting. All proxies shall be filed with the [~~\*\* amend to Secretary, delte Clerk~~] at the meeting, or at any adjournment thereof, before being voted.

Action in respect of any matter shall be by ballot upon request of any Member.

Section 3.7. Action by Consent. Any action required or permitted to be taken at any meeting of Members may be taken without a meeting if all of the Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

#### ARTICLE IV

##### DIRECTORS MEETINGS

Section 4.1. Meetings of Directors. An annual meeting of the Board of Directors shall be held in every year immediately after the annual meeting of Members or special meeting of the Members, held in lieu of such annual meeting, at the same place as such annual or special meeting, for the election of officers and for the transaction of such other business as may properly come before such meeting, unless the Board of Directors agree to and establish a different time or place for such annual meeting. Any other regular meeting of the Board of Directors may be held at such time and place as may be fixed from time to time by the Board of Directors. Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors, or in case the number of Directors as fixed by the Members or by the Board of Directors shall be an even number, then one-half of the number of Directors constituting the full Board of Directors as fixed by the Members or by the Board of Directors for the time being. Any regular or special meeting of the Board of Directors may be held either within or without the Commonwealth.

✓ Section 4.2. Notice. The first meeting of the Board of Directors following the annual meeting of the Members and any other regular meetings of the Board of Directors, as fixed in place and time by the Board of Directors, may be held without notice except as otherwise required in these By-Laws. Notice of special meetings of the Board of Directors or of a change in the time or place of the annual meeting or any other regular meeting shall be given by the [~~\*\* amend to Secretary from Clerk, Assistant Clerk to Secretary~~], or other officer calling the meeting, orally, or by mail, telephone, cable, or telegraph, stating the date, time and place appointed for the holding thereof and generally the business proposed to be transacted thereat. Notice so given or sent to a Director's usual and last known place of business or residence at least forty-eight hours

before the time of the meeting shall be sufficient notice in all cases, and any notice received by a Director in time to enable him or her to attend the meeting concerning which such notice is given shall be likewise sufficient. Notice of a meeting need not be given to any Director if a written waiver of notice executed by such Director is filed with the records of the meeting before or after the meeting. Notice of a meeting need not be given to a Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice thereof. Any business whatever may be transacted at a meeting of the Board of Directors although it may not have been specified in the notice or waiver of notice of the meeting. No notice of an adjourned meeting of the Board of Directors shall be necessary.

Section 4.3. Quorum. At any meeting of the Board of Directors a majority of the Directors, or in case the number of Directors as fixed by the Incorporators, Members or Directors (or as resulting from vacancies) shall be an even number, then one-half of the number of Directors, then in office, shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present and the meeting may be held as adjourned without further notice. Except as otherwise expressly provided by law or by the Articles of Organization or by the Bylaws of the Corporation, as amended from time to time, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting.

Section 4.4. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

## ARTICLE V

### MISCELLANEOUS

Section 5.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall end on the thirty-first day of December in each year.

Section 5.2. Bonds. The Board of Directors may from time to time require from any one or more of the officers or agents of the Corporation that he, she or they shall give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Corporation.

Section 5.3. Execution of Writings. Unless the Board of Directors shall otherwise generally or in any specific instance provide:

- (a) any bill or note or check shall be made or signed in the name and on behalf of the Corporation by the President or the Treasurer or an Assistant Treasurer or such other officer or officers as shall be authorized to do so from time to time by the Board of Directors; and
- (b) any other contract or written instrument shall be signed in the name and on behalf of the Corporation by the President and the Treasurer, unless otherwise specifically designated by the Board of Directors by resolution or ratification, or such other officer or officers as shall be authorized to do so from time to time by resolution or ratification by the Board of Directors, and such officer so signing such instrument may also acknowledge and deliver the same. Any instrument purporting to affect an interest in real estate shall be executed in the name of the Corporation by two of its officers, jointly, of whom one is the President (or any Vice President) and the other is the Treasurer (or any Assistant Treasurer).

Section 5.4. Respecting Certain Contracts. Directors of this Corporation may be connected with other corporations with which from time to time this Corporation has business dealings. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be affected by the fact that a Director of this Corporation is pecuniarily or otherwise interested in, or is a Director or officer of, such other corporation. In the absence of fraud, any Director, officer or Member of this Corporation, individually, or any firm in which such Director, officer or Member may have an interest, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction to which this Corporation is a party, provided that the fact that such individual or firm is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof. With respect to any profit or benefit realized on any such contract or transaction, no such Director, officer or Member shall be liable to account to the Corporation therefor. Any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors and may validly vote for the purpose of authorizing, approving or ratifying any such contract or transaction.

Section 5.5. Dividends, Profits and Compensation. No Member or Director shall receive by reason of such membership or directorship, any dividend, profit, or compensation from the Corporation, provided however, that there shall be allowed reimbursement by the Corporation of reasonable expenses incurred on behalf of the Corporation in the course of any activity for the Corporation, by any Member, Director, or officer of the Corporation.

Section 5.6. Corporate Employees. The Board of Directors may from time to time employ or appoint a full-time or part-time Executive Director and such other personnel as may be desirable and necessary to supervise the facilities of the Corporation and to plan and conduct its activities, and the Board of Directors may fix reasonable compensation for such Executive Director or other personnel so employed or appointed.

## ARTICLE VI

### AMENDMENT OF BYLAWS

These ByLaws may be repealed or amended, or additional bylaws may be adopted, at: any meeting of the Members of the Corporation, at which a quorum shall be present, by a majority vote of the Members present in person or represented by proxy, provided that the substance of any proposed amendment shall have been set forth in the notice of the meeting. These ByLaws may also be repealed or amended, or additional bylaws may be adopted, at any meeting of the Board of Directors at which a quorum shall be present, by a majority vote of the Directors present, provided that the substance of any proposed amendment shall have been set forth in a notice of the meeting at which a final vote is to be taken thereon.

A true record.

ATTEST:

(signature on file)

Jerome N. Weinstein, Clerk

CORPORATE OMBUDSMAN ASSOCIATION

Action by Consent of Sole Incorporator - July 28, 1986

I, the undersigned, being the sole incorporator of the CORPORATE OMBUDSMAN ASSOCIATION, a corporation formed under Massachusetts General Laws, chapter 180, do hereby intend that the following votes shall be and each of them hereby is adopted with the same force and effect as if presented and enacted at a duly constituted meeting of incorporators of said corporation:

VOTED: That the proposed By-Laws in the form attached to this action by consent be and they hereby are approved and adopted as the By-Laws of the CORPORATE OMBUDSMAN ASSOCIATION.

VOTED: That the number of Directors of the Corporation be and it hereby is fixed at eight (8) and that the following persons be and each of them hereby is elected a Director of the Corporation to serve until the next annual meeting of the Members and until his or her successor is chosen and qualified.

Mary Rowe  
Martha Maselko  
Carole Trocchio  
Virgil Marti  
James Hendry  
Catherine I. Buckler  
Lee Pledger  
Lewis Redding

VOTED: That the following persons be and each of them hereby is elected to the offices indicated opposite their respective names to serve until the next annual meeting of the Board of Directors and until his or her successor is chosen and qualified:

President:	Mary Rowe
President Elect and Treasurer:	Martha Maselko
Vice President and Clerk:	Carole Trocchio
Assistant Clerk:	Jerome N. Weinstein

Voted: That the proposed Articles of Organization of the Corporation in the form attached to this action by consent be and they hereby are approved; and that said Articles after execution by the incorporator be submitted to the Secretary of the Commonwealth for his approval and filing in accordance with Chapter 180 of the Massachusetts General Laws.

DATED: July 28, 1986

(signature on file)  
Jerome N. Weinstein, sole incorporator

# Corporate Ombudsman

A S S O C I A T I O N

DATE: APRIL 15, 1988

TO: MARY ROWE  
H. H. LUETJEN  
ANN BENSINGER

FROM: CAROLE TROCCHIO

RE: ETHICS DRAMATIZATION  
CORPORATE OMBUDSMAN CONFERENCE

KITT KITTERMAN  
LEWIS REDDING

MARY P. ROWE  
Special Assistant to the President

APR 21 1988

I hope all of you will remember a discussion, at our last Board Meeting in Dallas, concerning the development of a "dramatized" case study to be performed at the May Conference. To refresh your memory we had talked about demonstrating, to our audience, the function of the ombudsman.

Mary Rowe agreed to be the client and Virg Marti agreed to serve as the Ombudsman. Virg has agreed to participate in the "pure" sense in that he has no idea what problems will surface in his discussion with the client, Mary Rowe. Mary plans on being rather spontaneous in her discussion with Virg. The rest of you have agreed to be rather flexible in your assigned roles. I commend you.

Attached is a very rough outline of how I see the case study unfolding. I think it would be very helpful if we could get together on Monday evening to further define our roles. Mary can then give us an idea of the direction the problems will take and we can further discuss this dramatization.

I would deeply appreciate it if you would give this some thought between now and the 23rd of May and bring additional ideas of how we can make this a "real" experience for our participants.

If you have any questions, please give me a call. I think we can do a good job of role modeling for our peers and maybe at the same time, have some fun with it. Thank you all for your participation.

Sincerely,

*Carole*  
Carole Trocchio  
President  
Enc.



BACKGROUND:

The case study will not have an ending. Mary and I thought that it would be better to keep the scenario open ended to give participants an opportunity to think about how they would handle it.

I plan on introducing Virg as the Ombudsman, create the setting, and then Mary will come up and begin "dumping" on Virg. As I said earlier, Virg will have no idea what Mary is going to say.

After Mary has finished I plan on "stopping the action" and ask participants for their reaction to what they have just seen and heard. After listening to what a few members of the audience have to say about what they have just witnessed I will then turn to Virg and ask for his reaction and his plans for addressing Mary's dilemma.

Virg will probably want to discuss this with someone and that's where the players come in. I have assigned rolls to each of you based on my discussion with Mary. But since Virg doesn't know what's going to come about I am asking you to be flexible and willing to change the character you play depending on who Virg wants to talk with next. Whatever role you play I ask that you play it sincerely and with as much real experience as you can. The bottom line in this dramatization is ... "while everyone has made a mistake, no one knowingly broke the law, and everyone is of value to the Company".

I plan on "stopping the action" after Virg has talked with each person he thinks is involved, or whoever he talks with for advice or perspective and ask the audience their views on what they have just seen or heard, and then giving Virg the opportunity to express his thoughts.

I believe it important that the scenario point out some facts about the ombudsman function: necessity of the ombudsman keeping an open mind, collecting objective data, having access to whoever the ombudsman feels is relevant to the situation, maintaining confidentiality and all the while working to resolve the situation in the best interests of all concerned.

## ETHICS DRAMATIZATION

### CAST OF CHARACTERS

OMBUDSMAN.....VIRGIL MARTI  
CLIENT.....MARY ROWE  
ACCUSED - ACCOUNTING SUPERVISOR.....KITT KITTERMAN  
ACCOUNTING MANAGER.....H. H. LUETJEN  
PERSONNEL MANAGER.....LEWIS REDDING  
W/F/A AUDITOR.....ANN BEN<sup>S</sup>SINGER

### THE COMPANY

AMERICAN CHEMICAL CORPORATION is a major manufacturer of industrial chemicals. It is a public corporation and lists several government contractors among their customers. It is basically a non-union Company and has had an Ombudsman Office for the past five years.

### THE OMBUDSMAN

Virgil Marti is the Ombudsman at AMERICAN CHEMICAL. He has worked for the company for many years. He was selected to be the ombudsman because of his knowledge of the industry and his experience at American Chemical. Virg is highly regarded among his peers and superiors.

### THE SETTING

This is the office of the Ombudsman of the American Chemical Company. Virgil Marti (known as Virg) is in his office waiting for an employee to arrive. The employee that Virg is waiting for called earlier, rather distraught, insisting that she had to see him today.

CONFERENCE AGENDA  
MAY 24 AND 25, 1988

Monday, May 23, 1988

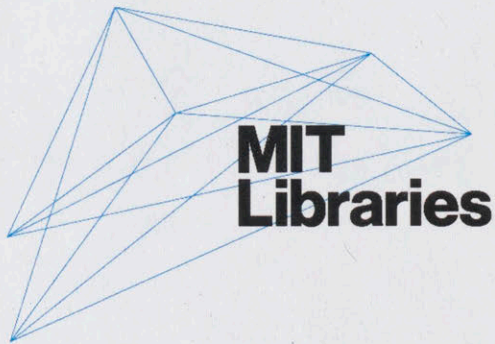
1:00 PM - 2:00 PM	BOARD OF DIRECTORS MEETING
3:00 PM - 4:00 PM	NEW MEMBER ORIENTATION
6:30 PM - 9:00 PM	REGISTRATION/HOSPITALITY

Tuesday, May 24, 1988

7:30 AM - 8:30 AM	Breakfast
8:30 AM - 9:15 AM	WELCOME AND KEYNOTE
9:15 AM - 10:45 AM	ETHICS - DRAMATIZED CASE STUDY - Carole Trocchio, et al
10:45 AM - 11:00 AM	Break
11:00 AM - 12:00 PM	RESEARCH
12:00 PM - 1:30 PM	Lunch
1:30 PM - 5:30 PM	MEDIATION TRAINING - Chris Moore
5:30 PM	Adjourn

Wednesday, May 25, 1988

7:30 AM - 8:30 AM	Breakfast
8:30 AM - 9:30 AM	WASTE, FRAUD, AND ABUSE IN GOVERNMENT CONTRACTING - Alan Yuspeh
9:30 AM - 11:00 AM	LEGAL ISSUES: Status of AA/EEO - Simon and Winstein
11:00 AM - 12:00 PM	INFLUENCING CORPORATE CULTURE ANALYZING PERFORMANCE REVIEWS - Kitt Kitterman
12:00 PM - 1:30 PM	Lunch
1:30 PM - 3:30 PM	INFLUENCING CORPORATE CULTURE TRAINING LINE MANAGEMENT - Virg Marti
	DOWNSIZING - Jim Hendry
3:30 PM - 4:30 PM	MARY ROWE'S CRYSTAL BALL
4:30 PM - 5:00 PM	NEW PRESIDENT'S ADDRESS
5:00 PM - 5:30 PM	COA - Membership Meeting
5:30 PM	Adjourn



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[distinctive-collections@mit.edu](mailto:distinctive-collections@mit.edu)