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Corporate Ombudsman Association board meeting  
conference

1986

PRELIMINARY FINDINGS FROM A PILOT STUDY  
OF CORPORATE OMBUDS PRACTITIONERS

June, 1986

Michael Baker, Lee Robbins, Mary Rowe, James Ziegenfuss  
(This draft by Mary Rowe following notes by Lee Robbins)

The selection of a given ombuds practitioner is critical to the success of the office. Who the practitioner is powerfully influences the scope and direction of that practitioner's work. Formal disciplinary training appears not to matter a great deal by comparison to being a "natural mediator" with experience.

Ombuds practitioners appear to follow rather few standard rules. Their actions appear individualized for each client, following an ethos of "communication, consultation, co-determination." Practitioners appear participative and collaborative, rather than hierarchial and controlling, following an integrative, rather than distributive conflict resolution philosophy. This fact perhaps underscores why the ombuds function must lie outside normal management control structures.

Ombuds practitioners work in a highly personalized fashion. They cite as necessary skills:

- listening;
- patience;
- personal familiarity with the organization and its key people;
- experience with people (e.g., Personnel; line manager job, conflict resolution).

Among the principal conflicts handled are:

- person vs. person problems: meanness, harassment, personality conflicts;
- person vs. supervisor: terminations, evaluations, job assignments, salaries;
- person vs. "the system": interpreting/changing policies, procedures, structures, bureaucratic decisions;

- most typical case: worker & supervisor, or supervisor & worker.

How are cases handled?

- careful listening (often cited as having been absent in previous handling of the problem);

- developing individual options with the client;

- providing suggestions and perhaps coaching on specific contacts for the client (or ombuds practitioner) to make next;

- conciliation and shuttle diplomacy;

- very rarely making binding decisions;

- rarely turning problem over to top management for decision;

- some generic intervention;

- some training of other helping personnel.

How is the function publicized?

- High case loads with lots of face-to-face contacts;

- Lots of individual phone calls;

- Getting to know managers very well;

- Some writing, articles, in-house publications, posters, etc.

What records are kept?

- Not many, sometimes not any, sometimes not even much aggregated data. We suggest this is partly because of confidentiality and partly because of the highly informal, individualized nature of high case load interactions;

- Few have forms for clients to fill out.

How are practitioners evaluated?

- Predominantly by word of mouth, intuition; ("happy client") letters;

- Some feel their formal, annual reports are given little attention by management;

- Some feel uncomfortable with lack of formalized evaluations; we suggest ceos may intuitively or explicitly prefer informal evaluations of the practitioner as an extension of the whole function.

- The community "votes with their feet;" (a good practitioner is heavily used).

What methods are used to affect policy?

- operative idea is "persuasion," not "control;"

- upward feedback of data, including anecdotal information, (not so much in Reports, but in personal visits to management);

- formal and informal training of managers (participative training more often than didactic).

Confidentiality

Ombuds practitioners lay heavy emphasis on privacy and confidentiality, sharing information only by joint agreement with the client, except in very extreme cases.

Ombuds practitioners are typically well-paid in relationship to either their supervisory responsibility or their formal decision-making authority. Management apparently sees this job as analogous to a senior psychiatrist or highest level management consultant. Salaries in our sample ranged from \$40K to several over \$100K.

We have a hypothesis that ombuds practitioners typically will practice best on their own (like psychiatrists) rather than in hierarchial structures (like personnel officers). Linking practitioners in a network (one per plant in a big company) appears to work well. There are also very successful examples of large offices with linked services (EA, ombuds services being the most common linkages).

There are various modes of ombudsmanry: the lifetime professional, the very senior manager who becomes ombud as a "last career," the two-year or four-year stint on the way to other jobs.

The profession is highly integrated by race, gender, age, and background (technical, non-technical; HR and other, etc.). Formal charges to corporate ombuds practitioners also vary widely (non-union, union-inclusive; with or without the right to adjudicate a matter internally; with or without aegis over senior managers; with major or minor focus on systems change). Case loads are also highly integrated, typically

reflecting closely the background population of the company, including managers as clients.

Ombuds practitioners perceive that top management support is critical, perhaps because the typical ombuds approach is at least partially in conflict with traditional corporate norms. Most practitioners report to or have direct access to the highest level in their organization. Some practitioners believe that being perceived as having more power than they have would be helpful. Some would actually want more power, some would not.

Most companies with an ombuds practitioner also appear to have other "alterative channels." Practitioners typically report close working relations with these other colleagues.

CORPORATE OMBUDSMAN ASSOCIATION

Directors' Meeting, Hotel Sonesta, Cambridge, Mass.

July 28, 1986

AGENDA

Directors invited: Kay Buckler, James Hendry, Virg Marti , Martha Maselko,  
Lee Pledger, Lewis Redding, Mary Rowe, Carole Trocchio,  
and Jerry Weinstein

1. By-laws and legal matters;
2. Finances and membership;
3. Outreach Plans and ideas; reports on inquiries;
4. Corporate Ombudsman Handbook;
5. Research Committee, plans, gifts;
6. Conference Planning overview;
7. New Business.

D	I	G	I	T	A	L
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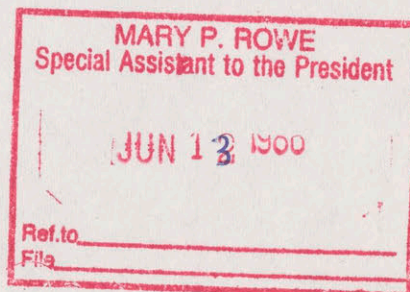
TO: Ombudsman Conference Attendees

DATE: 3 June 1986  
FROM: LEE PLEDGER  
DEPT: FIELD ER  
EXT: 223-4740  
LOC/MAILSTOP: PK03-2/24F

SUBJECT: FEEDBACK FROM MAY CONFERENCE

Attached is the feedback from this year's conference to help plan for 1987's event. You will be invited to a planning meeting the last week in July. Cindi Foley, my secretary, will follow up with specific date and details.

attachment



1986 OMBUDSMAN CONFERENCE  
CONFERENCE FEEDBACK

WHAT WAS HELPFUL?

- o Everything.
- o Case study involvement skills study by Jim Maselko. Legal issues. Meeting new people with alot more experience.
- o Dallas set high standards. St. Louis met or exceeded those standards - I feel a need to comment on several issues:

I suggest some conservatism in moving ahead to be large and grand. There is a need to formalize and tie down loose ends - but I have concerns that we may feel a need to justify "our worth" for public consumption. This can (may) delete our purpose for being. One of the marvelous things about these conferences is they are driven by our internal (group) needs and interest - we meet because we have common purpose. I like the idea of a quiet professional organization - that has not yet become institutionalized - so much for that! This was a good conference structured appropriately. The researchers were great contributors.

- o Lee Robbins report. Jim Ziggenfeus' report. Case study - group discussion (suggestion: endorse the suggestion to indulge in role playing), and Maselko's presentation. The entire conference arrangement was superb.
- o Being in a position where we are just exploring the possibility of instituting the function, everything was helpful: networking, case studies, handouts.
- o Jim Maselko was great - lot of helpful information. Overall the speakers were all good. Program was good - and the food was great.
- o The case study participative approach was very good. More effective in remembering the material then the lecture only format.
- o Jim's negotiating model was excellent. Legal presentations were excellent. Sharing ideas for processing through case studies was valuable.
- o Skills building i.e., Disparate
- o Training. Inclusion as non-ombuds.



- o All items were interesting, informative, and appropriate. Especially Jim Masełko's presentation. I felt least positive about the case studies. The break out to study them often led to confusion and loss of our precious time. I think we should do those most effectively.
- o Wonderful conference! Especially good: Presentation by Lee Robbins and Jeff E on survey result and future direction of role of ombudsman. Vingil Martis' presentation (would like to see more company/association-wide data on issues, demographics, key problems faced). Mediation skills.
- o Most helpful: difficult persons presentations. Cases. Keeping on schedule. Printed materials. Discussion of problems like I deal with.
- o Open/informal atmosphere. Case study format that develops options and thought process not readily apparent when working alone. Handouts. Accessibility to speakers/organizers.
- o Frequency of case studies and role playing vs lectures. Conflict management session. High percentage of audience participation during and after presentations (i.e., the agenda was not crowded).
- o Excellent conference. I learned very valuable information and had a wonderful opportunity to share concerns and successes of my job with professionals of the same field. The use of cases was a new distinct item which should be repeated next year. For some reason I have been left off your list, that is why I did not attend Dallas even though I asked for package from Cape Cod and info on conference, I never received anything. Membership cards are necessary. Local meetings of members to keep in touch or pass information. One year without "touch" is too long. Workshops such as Jim Masełko's workshop are a must, this type of training does not only help on the job but also in our personal lives. A "well rounded individual" makes a more effective ombudsman! The research work is very commendable, it tells us how we are growing...and how the concept of ombudsman is emerging. Excellent conference!
- o Contacts which can be used for support, fellowship. Conference excellent, well-planned, food excellent, on time and schedule. I learned alot.
- o Everything was helpful/good. No soft spots.
- o Speakers topics were generally excellent. The sessions with Robbins and Ziergerfuss were particularly good, although they didn't seem to have enough time. Jim Masełko was excellent. Mary Rowe is too good to have the limited time she had.

- o Sessions were run efficiently and they began and ended on time. Case studies were creatively done. The level of audience participation indicates the timeliness and effectiveness of this learning tool. Thanks! I appreciated the challenging, probing style of Carole T in the first case and the exercise of generating constructive/unconstructive options in the record. The research segment presented us with clear feedback (organized information and models) that, I think, contribute to understanding and further clarifying the role of the ombudsman in business. Topics were timely. For example, Wayne's framing of the record case and the modeling of mediation skills by Jim, provided additional tools that can be used to begin the problem solving process.
- o Continue having meals as a group.
- o Helpful - yes - especially the talks from the outsiders.
- o Entire conference was wonderful. Case studies were great. Report from research committee should also prove to be very helpful.
- o Having meals together (provides more time for informal discussion).
- o Chance to meet other ombudsman. Got new information.
- o Cases were good. Would like to see cases regarding confidentiality issues. Mediation skill session. Choice of topics and speakers excellent. Using our own resources.
- o Pat Alperti was excellent. Ethics, breakfast, lunch, mediation skills, dinner, dealing with difficult people.
- o Case studies (all) and breakout groups. Research presentation - Lee Robbins legal issues - should have been longer.
- o Best activities in program - research project by Lee, cases studies and discussion, open discussion between members. Useful structure of conference - having meals in common, the riverboat ride, the long breaks in order to have discussion.
- o Case studies, especially the one on child abuse. Dealing with difficult people, research results, deferring the function, handouts. In general, I liked the small group exercises/case studies, good opportunity for all to participate, get better acquainted with individual members, gain perspective. Size of group and time to meet with others.
- o Case studies. Vingil Martis presentation - speakers presentations, especially Jim's pitch.

- o Case studies were helpful. Legal update and issues extremely beneficial.

WHAT WAS NOT HELPFUL:

- o Nothing.
- o Enjoyed and learned from all of it. Would have to say the food - was great and I have some pounds to lose.
- o The generic skills session (conflict management) and the special issues session.
- o Need handouts of material - it was difficult to take notes and listen to speakers. Had some difficulty when the room was full, hearing some of the speakers.
- o Nothing stuck me as unhelpful. Some subjects always "strike home" better than others, depending on current situation involvements.
- o All was helpful. There was much that I know already so certain issues were not as stimulating.
- o Nothing.
- o Schedule was overpowering.
- o Expected to practice in negotiations session. Feeling like an outsider in terms of language barriers/corporate industrial terms. This was more true in informal discussion than sessions. Need more time with cases.
- o Poor acoustics in meeting room. Two full days is much easier to see than 2 1/2 days of meetings.
- o I am not particularly interested in case studies in small work groups. There did not seem to be the personal interaction that was generally expected in such groups.
- o Same as last year and year before for me. Please clearly state purpose of conference in conference publicity. In my opinion, this will produce two benefits. First, it will enable the participant to set realistic expectations with respect to the conference. In addition, it will ensure that the ombudsman person can speak clearly about the resource in which this conference contributes to professional growth. This is important to me because it would help me set the stage for a follow-up piece: sharing the more proprietary information I gained from this conference with my peers and boss.

- o Breaking up for case studies - best/most interesting and productive results happened during large group session.
- o The last case study.
- o Fire alarms. Loud music on boat interrupted with discussion.
- o Too much food (you could save alot of money by cutting down - I don't think people expect so much).
- o Informal group discussion is needed facilitators. Package presentation material.
- o Dinner.
- o Ethics panel - although the idea and participants were superb, it could have been fitted from a level of deeper analysis. Research - Ziegenfuss' presentation.
- o Discussion of DEC - hard for me to see the tie in. Mediation session - though extremely well presented, seemed to cover material that alot of us already knew. Classroom style seating.
- o Room conditions and fire alarms.

SUGGESTIONS FOR NEXT TIME:

- o Continue addressing the basic issues such as ethics, legal aspects, mediation methods, etc. Address more some of the "housekeeping" or "maintenance" issues such as the classification of cases, office locations, type and frequency of reporting, etc.
- o If possible, better (more readable) visual aids.
- o Endorse the suggestion to indulge in role playing.
- o I would suggest close security of the future facilitators as well as staying a little closer to the agenda.
- o Would like more reference to source of reading material.
- o We could probably be less lavish on food services, especially when appealing for research funds. Seems like we should project a little more austerity from the strategic purpose of encouraging company C.E.O's to send money.
- o Update on legal. More case studies. Continued social contacts and exchanging interests/being with birds of a feather.

- o Would like to have Maselko continue skills building to mediation.
- o I wish to receive any and all info on everything.
- o The Ethics Resource Center writes many cases dealing with business ethics and would be happy to offer cases we feel may be of interest to COA. We may have other resources of interest to the associates.
- o Some list of attendees by name (if not company) and phone numbers. More agenda meat to justify conference to company. Examples of procedural case approaches.
- o I'd be happy to house, entertain any of you visting Raliegh in '88!
- o Program dealing with investigation issues, approaches. How to increase managerial accountability for the handling of human resources. What has been the experience with re-assignment and "second chance" opportunities. ✓
- o More networking prior to conference. A printed list of attendees (maybe even prior to conference). A session, perhaps an hour or two, where individual ombuds have 5-10 minutes to relate one or two interesting situations that they have dealt with.
- o Explore the options for upward feedback to management including gathering data and working solutions actions plans with executives. Keep the cases coming - but let's not overdose on the method. Let's keep scheduling timely topics like drug testing, substance abuse, ethics. I have regularly asked for input (and considered informal opinions) concerning such issues. ✓
- o Cut down on the food. If cocktail party held with spread similar to that on Wed. nite, forget the dinner. Also at coffee break too much provided. (This was written prior to the show of hands - obvious question: Why ask for written comments and then spend time doing the same thing verbally?
- o Would like to see continued discussion of legal issues. As conference goes larger nature of the conference will need to change. ✓
- o More time for discussion of research/conceptual issues. ✓
- o Getting our own company to recognize the legal issues related to our position. ✓
- o Mediation skills covered basic skills and concepts that I have had in other training efforts. Would like more in-depth training and third-party skills. Ethics case - more typical

- o Mediation skills covered basic skills and concepts that I have had in other training efforts. Would like more in-depth training and third-party skills. Ethics case - more typical cases. The foreign contract/circle although realistic was not representative of my common ethic issues. Dealing with performance disputes, sexual harrassment (EEO concerns worth covering again). Topics for first-timers vs veterans. More in-depth skills training. Ombudsman personnel and EAP's - roles, benefits, and interfaces. Ombuds and greivance processes - how are they structured and how do they function/interface.
- o Place business cards of participants on table so it is not necessary to ask for them. Publish a list of attendees at start of session - It makes it easier to get acquainted. Facilitates seeking out a particular rep from a company in similar business. *\* Ray*
- o Skills workshops - fine tuning abilities. Guest speakers e.g., authors of books on dispute, resolutions in private sector.

#### GROUP FEEDBACK

- o Cases
- o Roleplaying
- o Options startup break out by sub-group
- o Uncrowded agenda
- o Letter of Announcement
- o Image - should look meaty
- o Credentials of speakers
- o Statement of conference purpose
- o Clear-cut agenda
- o Types of materials that will be available
- o Folders, speakers notes
- o Bring stuff
- o Continue to use our own resources
- o Speakers? Top Manager - Southland - Union

- o Other possible topics for 1987:
  - o Distributive and integrative negotiations
    - What tactics are right for:
      - win-win
      - win-lose
    - Problems faced by ombuds people  
(an hour)
  - o A discussion on power and influence, with regard to connections between the ombud and the CEO (1/2 hour)
  - o Prediction of dangerousness (15 min. medical  
(an hour) 10 min. legal update  
discussion)

# The Commonwealth of Massachusetts

Office of the Secretary of State  
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

### NAME

### RESIDENCE

*Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.*

Jerome N. Weinstein

14 Hobart Road  
Newton Centre,  
Massachusetts 02159

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

CORPORATE OMBUDSMAN ASSOCIATION

2. The purposes for which the corporation is formed is as follows:

See "Purpose of the Corporation" on continuation  
Sheets 2A, 2B and 2C

Name  
Approved

C   
P   
M   
R.A.

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.



CORPORATE OMBUDSMAN ASSOCIATION

Purposes of the Corporation

1. In an effort to enhance the quality and value of the ombudsman function to business and industry with the goal of improving relations and the quality of communication between and among management and the workforce and of promoting efficient and effective approaches to dispute resolution in the workplace, the Corporation shall, through conferences and periodic newsletters, provide an educational forum for developing and disseminating to the public a framework of job responsibilities, standards of excellence and ethical guidelines for the ombudsman function and for assessing the development and value of the ombudsman function to business and industry. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
  
2. The Corporation shall have, and may exercise in the furtherance of the foregoing purposes, the power to solicit and receive gifts, grants, contributions, and bequests, and to engage in fund-raising activities; the powers specified

in Section Nine of Chapter 156B of the General Laws of the Commonwealth of Massachusetts (except the powers specified in paragraph (m) thereof) and the power to be a partner in any enterprise which the Corporation would have the power to conduct by itself, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of said General Laws, and further provided that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the foregoing purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

Internal Revenue Law) or (b) by a corporation,  
contributions to which are deductible under sections  
170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal  
Revenue Code of 1954 (or the corresponding provision of any  
future United States Internal Revenue Law).

CORPORATE OMBUDSMAN ASSOCIATION

Other Lawful Provisions

1. The Board of Directors shall have the power to make, amend, or repeal the By-Laws.

2. Meetings of members may be held anywhere within the United States.

3. Each person at any time a director, officer, employee or agent of the Corporation and any person who serves at its request as a director, officer, employee or other agent of another organization in which the Corporation directly or indirectly has an interest (including any person who is no longer a director, officer, employee or agent of the Corporation or of said other organization) shall, to the extent permitted by law and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby and without prejudice to any other rights he might have, be entitled to be reimbursed by the Corporation for, and indemnified by the Corporation against, all costs and expenses reasonably incurred by him in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or in which he may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by him as such director, officer, employee or agent, whether or not he continues to be such director, officer, employee or agent at the time of incurring such costs and expenses, including amounts paid or incurred by him in

connection with reasonable settlements (other than amounts paid to the Corporation itself) of any claim, action, suit or proceeding, provided that no personal shall be so indemnified in relation to any matter which has been made the subject of a settlement, except with the approval of a court of competent jurisdiction or a vote of a majority of the members of the Corporation, or by a vote of a disinterested majority of Directors then in office. Any rights to reimbursement and indemnification granted under this section to any such director, officer, employee or agent shall extend to his heirs, executors and administrators. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Reimbursement or indemnification hereunder may in the discretion of the Board of Directors include payments by the Corporation of costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification hereunder. Nothing herein contained is intended to, or shall, prevent a settlement by the Corporation prior to final adjudication of any claim, including claims for reimbursement or indemnification hereunder, against the Corporation when such settlement appears to be in the interests of the Corporation.

Each such personal shall, by reason of ~~his~~ continuing such service or accepting such election or employment, have the right to be reimbursed and indemnified by the Corporation, as above set forth with the same force and effect as if the Corporation, to induce him to continue so to serve or to accept such election or employment, specifically agreed in writing to reimburse and indemnify him in accordance with the foregoing provisions of this section. No director or officer of the Corporation shall be liable to anyone for making any determination as to the existence or absence of liability of the Corporation hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

4. Neither the Board of Directors, nor any member of officer, shall have power to bind the members or the individual directors or officers of the Corporation, personally. All persons or corporations extending credit to, contracting with, or having claims against the Corporation, shall look only to the funds and property of the Corporation for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation, so that neither the members nor the directors nor the officers, present or future, shall be personally liable therefor.

5. During any period of time in which the Corporation is or is deemed to be a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, and

notwithstanding any other provision of these Articles or the By-Laws of the Corporation:

a. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

b. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

c. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

d. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

e. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. Upon dissolution of the Corporation no assets of the Corporation shall be distributed to any member of the Corporation.

2221Q

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

The Corporation shall have three (3) classes of membership which shall be known and referred to as "Members", "Associate Members" and "Student Members". Any natural person or entity may submit an application 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 or entity will further the ideals and aims of the Corporation. All members shall have the same rights, including voting rights, except that only Members may serve as Directors of the Corporation.

- \*4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

See "Other Lawful Provisions" on continuation sheets 4A, 4B, 4C and 4D



5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding financial or recording officers whose names are set out below have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
  - a. The post office address of the initial principal office of the corporation in Massachusetts is:  
 c/o Mary Rowe, Massachusetts Institute of Technology,  
 77 Massachusetts Avenue, Cambridge, MA 02139
  - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Mary Rowe	39 Linnaean Street Cambridge, MA 02138	same
President Elect		
and Treasurer: Mary Maselko	12 Sherwood Court Holmdel, NJ 07733	same
Vice President		
and Clerk: Carole Trocchio	9544 Timberleaf Drive Dallas, TX 75243	same
Assistant Clerk: Jerome N. Weinstein	14 Hobart Road Newton Centre, MA 02159	same
Directors: (or officers having the powers of directors)		
Mary Rowe	Lewis Redding	
Martha Maselko	Lee Pledger	
Carole Trocchio	Virgil Marti	
Catherine I. Buckler		
James Hendry		

- c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

Third Tuesday in May

- e. The name and business address of the resident agent, if any, of the corporation is:

Mary Rowe, Massachusetts Institute of Technology, 77 Mass Avenue  
Cambridge, Mass 02139

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 28<sup>th</sup> day of July, 19 86

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

*Jerome N. Weinstein*

.....

.....

.....

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 180

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I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this                    day of                    19

Effective date

**MICHAEL JOSEPH CONNOLLY**  
Secretary of State

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Jerome N. Weinstein  
Mintz, Levin, Conn, Ferris, Glovsky & Popeo, P.C.  
One Financial Center, Boston, Mass. 02111  
Telephone 617/542-6000

Filing Fee \$30.00

Copy Mailed

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.

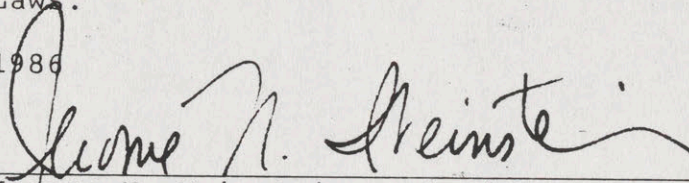
Mary Rowe  
Martha Maselko  
Carole Trocchio  
Virgil Marti  
James Hendry  
Catherine I. Buckler  
Lee Pledger  
Lewis Redding

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

  
\_\_\_\_\_  
Jerome N. Weinstein, sole incorporator

4080Y

July 23, 1986.

Fellow Board Members:

The attached outline for an Ombudsman Handbook is a first stab at pulling together the elements which such a publication should include. The next step is to get your reactions/comments/suggestions for improving it.

We should also give some thought to how we plan to fund and disseminate it. Will it be made available to anyone who asks? Do we charge some people (e.g., members) for a copy and distribute it free to others (e.g., prospective members), or do we charge everyone? Do we want a reasonably impressive document, or are we shooting for a minimal-cost type of hand out? Other considerations would include where we might find expertise to advise on the front cover design and the typography.

As I was preparing this draft outline, I had in mind a main text of about 35 to 50 pages, followed by annex material which would be roughly the same amount. Is this too large, too small, or about right, in your opinion?

I hope there will be an opportunity to discuss this at the July Board meeting, even though you haven't had much advance notice; if not, your reactions forwarded by telephone or letter at some later date would be most welcome.

  
Jim Hendry

World Bank  
1818 "H" Street N.W.,  
Washington, D.C. 20433

Telephone: (202) 477-5472

## Draft Outline

### OMBUDSMAN'S HANDBOOK

#### I. Introduction

The purpose of this introductory chapter would be to answer a range of questions which people might have about the role of Ombudsman. It could be titled "What is an Ombudsman?", but would actually be broader than that. It would be a start toward fixing our own identity as a group (are we yet a "profession?"), but also a source of information for those who might want to consider establishing an Ombudsman position in their organizations. Some of the topics would be:

(a) What does the Ombudsman do? -- Chance here to indicate the confidential/informal way we work, our position as "of" but not "in" the organization, the importance of a top management commitment, and the diversity of actual functions.

(b) How can an Ombudsman help an organization? -- References here to the de-fusing of conflict situations, the introduction of ideas leading toward broad policy changes, the "conscience of the organization" role, and a brief reference to the cost/benefit advantages (to be covered more fully in a later chapter).

(c) Review of the current prevalence of an Ombudsman in U.S. organizations -- Numbers and types of Ombudsman (corporations, health care facilities, universities, media firms, political entities) and the different titles which are used. Indicate something of growth trends, if possible.

(d) Relationship of Ombudsman function in the presence/absence of unions -- Need here for a frank discussion of issues in this area, e.g.,

Ombudsman can be a problem-solving resource for non-union employees where part of the work force is unionized, can work in a union-free situation, or can work with both union and non-union employees.

(e) Skills of the Ombudsman -- What are our backgrounds, what do we do and what is our personality/attitudinal/ethical makeup?

(f) At the end of each chapter there could be final section which cites material provided in the Annex which applies to the topics covered in the chapter. In this case the references would include:

- (i) Silver, Isadore, "The Corporate Ombudsman,"  
Harvard Business Review, May-June, 1967.
- (ii) Robbins, Lee P. and William B. Deane,  
"The Corporate Ombuds: A New Approach to Conflict  
Management," Negotiation Journal, April, 1986.
- (iii) Selective Bibliography on the role of Ombudsman  
and problem resolution.

## II. The Ethics of an Ombudsman

This chapter would seek to identify the ethical grounding of an Ombudsman. As a group we expect to receive special consideration for the position we hold and the services we provide, and in return we must adhere to a set of standards which make us worthy of those expectations. Some of the ethical issues can be discussed (examples: standing up to the organization which appoints you, the counter-productive aspects of maintaining confidentiality in some situations, the difficulty of providing open and objective assistance to someone who admits some repugnant action, the trade-offs between providing advice and suggesting options).

Reference can also be made to the need to have an ethical code which is widely accepted by practitioners. This means it will necessarily be both brief and general in its provisions.

Since the timing of the production of the Handbook and the development of a Code of Ethics is quite uncertain at this date, the presentation of the Code of Ethics may be anything from tentative thoughts to actual accomplishment. If the Code is still in the offing, this portion of the chapter would indicate what procedures would be followed in order for the Association to officially adopt the Code -- review process, voting on acceptance, amendment, promulgation (as part of By-Laws or whatever). It would be stated that members of the Association, present or prospective, must agree to adhere to the Code of Ethics. Whether this be implicit in any application for membership or separately subscribed to in writing is an issue to be decided. Finally, the Code of Ethics (in draft or as actually adopted) would be provided at the end of this chapter.

### III. Legal Issues

Failure to resolve job-related problems equitably can lead to lawsuits against an organization, and the environment in which such suits are decided is changing as a result of new legislation and new court rulings. To the extent an Ombudsman can resolve problems short of the judicial process there will be less rancor, less loss of public image and good will, and less cost. It is therefore important for an Ombudsman to be abreast of the changing judicial climate in order to be effective. Some of the current issues include:



(a) Evolving changes in the doctrine of "employment-at-will" enlarge the kinds of situation where courts will not uphold an employer's unreviewable discretion to fire an employee.

(b) Employers are increasingly responsible for harrassment at the workplace -- sexual, supervisory, by co-employees, racial, religious.

(c) Employees have protection against unreasonable or substantial interference with privacy, which may impose limitations on the use of questionnaires, personality or medical testing, surveillance, searches, or the interpretation of the relevance of off-duty behavior.

(d) The status of employees with mental illness, alcohol or drug problems, AIDS -- it is increasingly required that employers treat people with these problems in a manner consistent with any other illness, and failure to do so can be grounds for a finding of discrimination.

(e) There is ambiguity as to conditions under which an Ombudsman may be subpoenaed to produce records of conversations or other notes about an employee's case. While most people serving as Ombudsman would initially resist a subpoena, on the same grounds of immunity available to clergymen, doctors and lawyers, they have not been uniformly successful in such resistance.

(f) An Ombudsman may become aware through his talks with a client that the client has some intention to physically harm someone, destroy valuable property or equipment, or defraud his organization in a major way. Although this information is received under the guarantee

of complete confidentiality, and therefore not to be disclosed under any general understanding of that guarantee, some courts have recently held that pledges of confidentiality (such as typically offered by an Ombudsman) may not be protection against liability for any serious crime which might follow.

(g) Annex References:

- (i) Selective Bibliography on leading issues --  
reference to articles such as Westin, Alan F.,  
"Employer Responses to New Judicial Rulings  
on At-Will Employment: A Warning about the  
'Legal Armorplate' Approach." Proceedings of  
the New York University Thirty-Sixth Annual  
National Conference on Labor, New York  
University, 1983. Published by Matthew Bender  
& Company, Inc., Albany, New York.

IV. Cost Effectiveness

Organizations thinking about appointing an Ombudsman, as well as those which have already done so, will inevitably give some thought to whether the cost of this move is justified. Because of the confidential nature of much of what the Ombudsman does, it is not easy to monitor the impact -- the more measurable things are, the less confidential. Thanks to the efforts of Tony Perneski (AT&T-BL) the Association has available a framework for measuring the cost effectiveness of an Ombudsman. This material, suitably edited to conform to the style in the rest of the Handbook, should provide a chapter on this topic.

The benefits (estimated very conservatively) from having an Ombudsman are discussed under the improvements in productivity, the savings of management time, the savings which arise by salvaging current employees instead of recruiting and training replacements, and the reduced costs resulting from avoidance of legal actions against the organization. Compared with reasonable estimates of the cost to employ an Ombudsman and provide normal support (office and equipment, secretarial assistance, travel, conferences, etc.) the benefits are impressive.

V. Setting-Up an Ombudsman Office

This chapter will discuss the steps involved in setting-up an Ombudsman office. Given that the decision to go ahead has already been taken, the material here would be more the "nuts and bolts" of what is necessary to launch the Ombudsman on a constructive path. The experience of a single organization (e.g., MCAIR) may be used, perhaps as a case study to be included in the Annex, but the material in the chapter would be general. Aspects to be covered would include:

(a) The vital importance of having unreserved support and understanding of the Ombudsman role by the top levels of management.

(b) Decisions on the status of the Ombudsman (immunity from pressure, reporting channels, access to people and records, responsibility for broad policy recommendations).

(c) Selection criteria (age, background, personality qualifications, importance of experience or training in counselling/ crisis management skills, language proficiency, knowledge of the organization, internal clearance of the appointment).

(d) Introducing both the concept and the person selected to be Ombudsman -- techniques available to make the staff at large aware of what is being introduced, and how it can help them in resolving problems. These include announcement letters from the CEO, stories/interviews in house organs, brochures outlining the services available and how to reach them, news letters and other periodic reports to staff by the Ombudsman, meetings with units of the organization (divisions, departments, etc.) by the Ombudsman to explain the functions and answer questions.

(e) Record keeping and reporting -- controversial subject, but pros and cons of keeping certain kinds of records could be discussed, as well as the value or otherwise of reports to top management (formal vs. informal reporting).

(f) Discussion of the special case of organizations with multiple locations or franchise operations -- examples from the experience of Control Data Corporation and the Southland Corporation.

(g) Annex References:

(i) Start-up at MCAIR - a case study.

(ii) Sample Terms of Reference.

(iii) Sample Announcement Letters.

(iv) Sample Brochures.

(v) Sample reporting categories.

(vi) List of Association members who are available to advise on the Ombudsman function.

VI. The Corporate Ombudsman Association

For those who are interested in the Ombudsman function, as well as those who already fill this role, a chapter on the Corporate Ombudsman Association should be provided. This would be essentially information about the origin, nature and future directions of the Association, and designed to foster active and widespread support for it. Coverage would include:

- (a) Origin and early activities of the Association.
- (b) Goals of the Association.
- (c) The Board/Committee framework for directing the work of the Association.
- (d) The clearinghouse function, including outreach activities.
- (e) The Research function -- accomplishments to date and the directions for new research; the need to establish a financial base to support future research.
- (f) Case Studies -- discussion of plans to prepare and disseminate case studies, and the contribution such studies can make to the work of the Association.
- (g) Brief discussion of the major topics covered in recent annual conferences of the Association.
- (h) Annex References:
  - (i) By-Laws of the Association.
  - (ii) Annual conference agendas.
  - (iii) Sample Newsletter.

(iv) Sample of case studies for the following types of problem -- harassment; performance evaluation; re-assignment, disciplinary action, emotional disorders; substance abuse; promotion/probation; termination; benefits; job grading.

## Annex

The following materials could be included in an Annex, for which references would be made in the main chapters of the Handbook.

- (i) Silver, Isadore, "The Corporate Ombudsman,"  
Harvard Business Review, May-June, 1967. (Reprinted)
- (ii) Robbins, Lee P. and William B. Deane,  
"The Corporate Ombuds: A New Approach to  
Conflict Management," Negotiation Journal  
April, 1986. (Reprinted)
- (iii) Selective Bibliography on the role of  
Ombudsman and problem resolution.
- (iv) Selective Bibliography on leading legal issues.
- (v) Start-up at MCAIR - a case study.
- (vi) Sample Terms of Reference for an Ombudsman.
- (vii) Sample Announcement Letters on the occasion of  
introducing the function of Ombudsman into an  
organization.
- (viii) Sample Brochures on Ombudsman activities.
- (ix) Sample reporting categories for an Ombudsman
- (x) List of Association members available to advise  
on the Ombudsman function.
- (xi) By-Laws of the Corporate Ombudsman Association.

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- (xii) Annual conference agendas.
  - (xiii) Sample Association Newsletter.
  - (xiv) Sample of case studies -- one each on harassment, performance, evaluation, reassignment, disciplinary action, emotional disorders, substance abuse, promotion/probation; termination, benefits, job grading.





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Department of Distinctive Collections at

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