

PMG 611

Enterprise Risk Management

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تسعى لتكون الكيان الأول الذي يتبنى مبدأ المجتمع التعليمي
التعاوني ويقدم العلم مقابل العمل لتنمية وبناء المجتمعات.

مزيد من التفاصيل

Lecture 3

Importance of Effective GRC
Practices and Principles



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Session Outline

Introduction

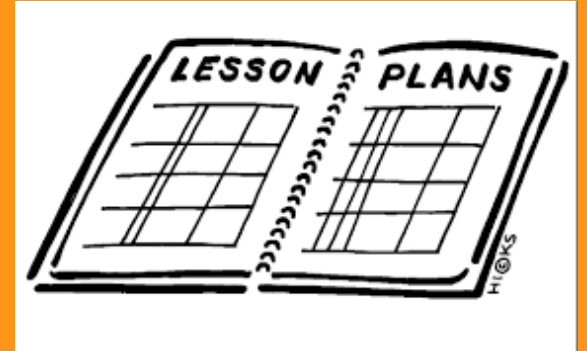
Road to
Effective GRC
Principles

Importance of
GRC
Governance

Risk
Management
Component of
GRC

GRC and
Enterprise
Compliance

Importance of
Effective GRC
Practices and
Principles



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Introduction



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- Enterprise organizations and corporations have faced governance issues since their earliest days.
- In past eras, setting the rules for employees and other stakeholders to follow worked with small single proprietorships or in the tightly centralized corporations.
- Today's larger and often multiunit enterprises need broad-based units or functions for setting rules and procedures—they need efficient and effective governance processes.

- Life would be easier for enterprises if they just had to rely on a central leadership to set those governance rules.
- Enterprises today of any location or size are faced with ever **increasing** sets of **rules** and **procedures**
 - Local Police
 - Public Safety Ordinances
 - National and International Laws
 - Broad professional rules and standards

- On a whole series of levels, an enterprise must comply with these laws and regulations.
- Failure to do so can result in a variety of *penalties*.
- Enterprise *needs processes* to ensure that they are operating in compliance with the appropriate laws and regulations.
- An enterprise always faces *risks* that it will be found in *violation* of one or another of these multiple laws and regulations.

- There are also risks that their own established governance rules will
 - not achieve their desired results or
 - may face some outside event beyond their control, such as a major weather event or a fire
- There is a need to *manage* these risks at an *overall enterprise level*.
- **ERM** has brought all three of these *governance*, *risk*, and *compliance* concerns together into what has been called **GRC** principles.

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Road to Effective GRC Principles



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- Business professionals did not even hear about the now increasingly familiar acronym GRC until a few years after SOx.
- The Sarbanes-Oxley Act of 2002, often simply called SOX or Sarbox, is U.S. law meant to protect investors from fraudulent accounting activities by corporations.
- Sarbanes-Oxley was enacted after several major accounting scandals in the early 2000's perpetrated by companies such as Enron, Tyco, and WorldCom.

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What is SOX Law?

- The law mandates strict reforms to improve financial disclosures from corporations and prevent accounting fraud.
- It also covers issues such as auditor independence, corporate governance, internal control assessment, and enhanced financial disclosure.
- The law is named for the two congressmen who drafted it, *Paul Sarbanes* and *Michael Oxley*.
- The U.S. Securities and Exchange Commission (SEC) administers the act.

- It means taking care of business, making sure that things are done according to
 - Enterprise's Standards,
 - Enterprise's Regulations,
 - Enterprise's Board of Directors' Decisions.
- It also means setting forth clear stakeholder expectations of what should be done so that everyone is on the same page with regard to how the enterprise is run.

- It's pretty clear that certain risks are just not to be taken.
- When it comes to business, however, risk becomes a way to help both
 - Protect existing asset value
 - Create value by strategically expanding an enterprise or adding new products and services.
- The concept of risk is even more important than just the ERM. (Lecture 2)

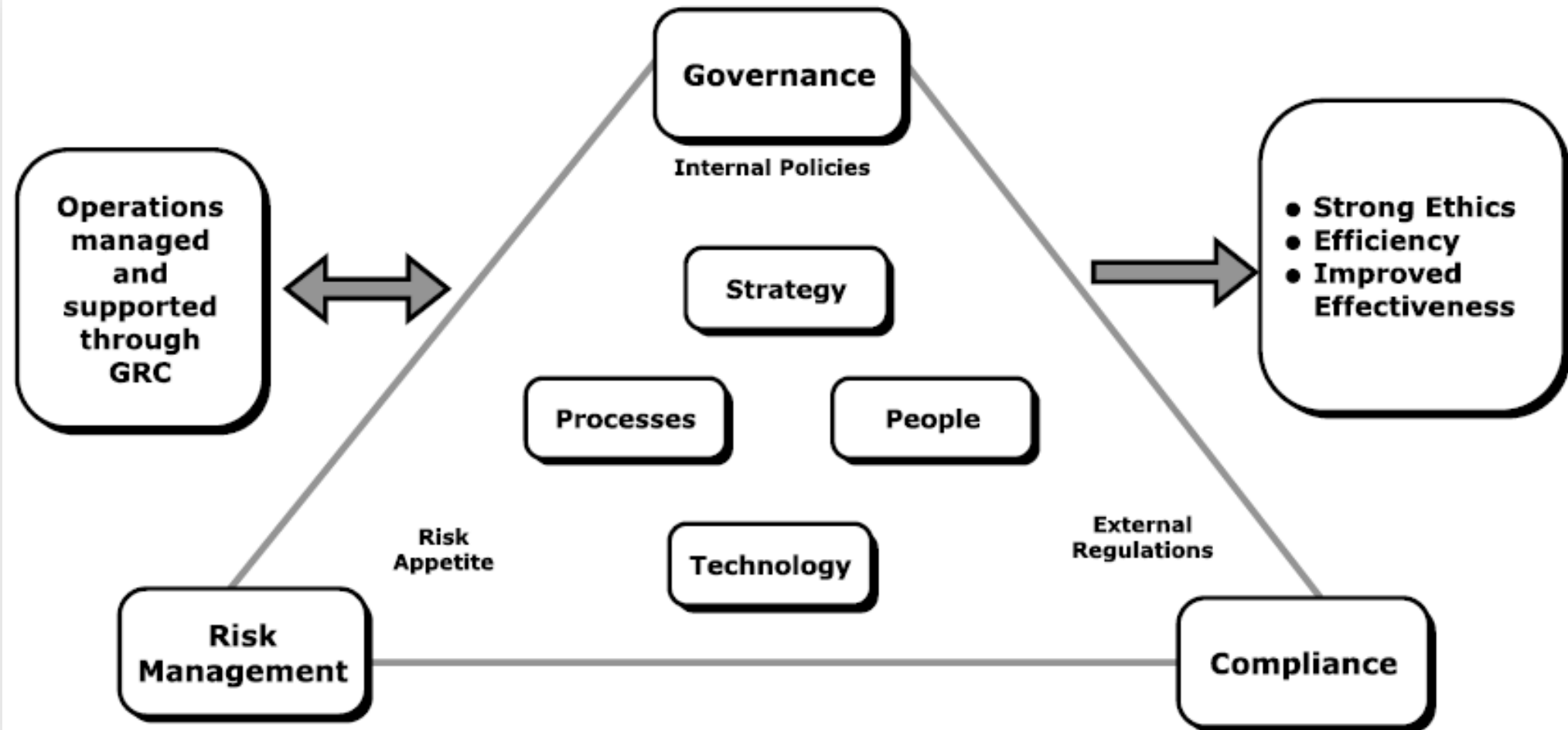
- Represents compliance with the many laws and rules affecting businesses and citizens today.
- Sometimes, people will also extend that C to include controls.
- For example, it means monitoring a factory's emissions or ensuring that its import and export papers are in order. Or it might just mean establishing effective *Internal*

Accounting Controls.

- All enterprises, and corporations, historically do not think of GRC as a combined set of principles.
- **GRC** is an increasingly recognized term that reflects a new way in which enterprises today are adopting an integrated approach to these aspects of their businesses.
- **GRC** represent core disciplines of governance, risk management, and compliance.
- Each of the disciplines consists of the four basic GRC components: **strategy**, **processes**, **technology**, and **people**.

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GRC Concepts



- Internal policies are the key factors supporting governance.
- External regulations drive compliance principles.
- Enterprise's risk appetite is a key element of risk management.
- Requires *management attention* and *support*,
- Result in ***correct ethical behavior***, organizational ***efficiency***, and ***improved effectiveness***

- The three GRC principles should be thought of in terms of one continuous and interconnecting flow of concepts.
- **Neither** G, R, or C more important or significant than the others.

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Importance of GRC Governance



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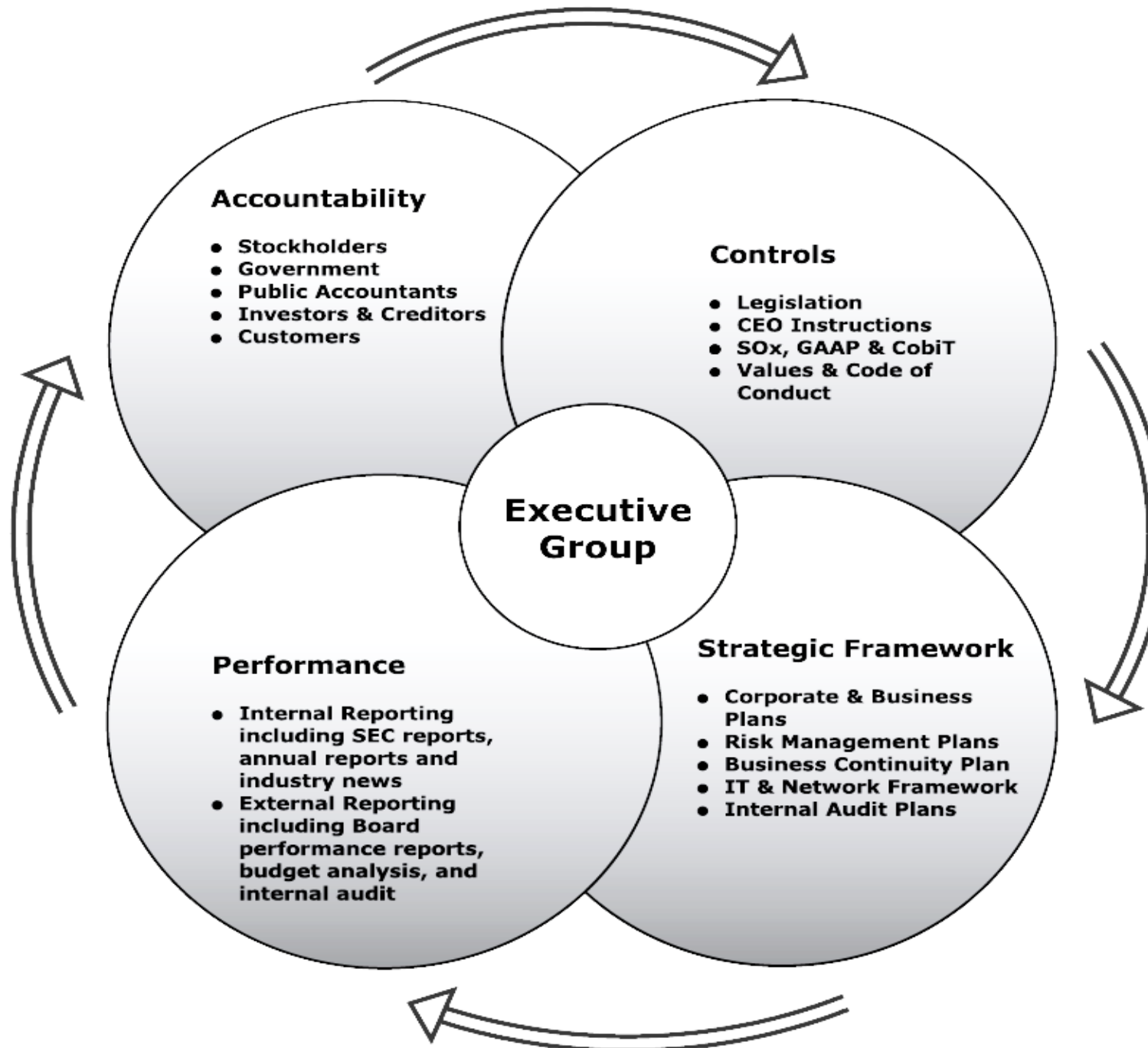
- Corporate or enterprise governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled.
- The term can refer to
 - Internal factors defined by the officers, stockholders, or the charter and basic objectives of a corporation.
 - External forces such as consumer groups, clients, and government regulations.

- At enterprise operations level, we can define enterprise governance as
- The responsibilities and practices *exercised* by the board, executive management, and all levels of functional management *with the goals* of
 - Providing strategic direction.
 - Ensuring that objectives are achieved.
 - Ascertaining that risks are managed appropriately.
 - Verifying that the enterprise's resources are used responsibly.

- Governance really refers to the process of
 - **Establishing** rules and procedures within all levels of an enterprise
 - **Communicating** those rules to appropriate levels of stakeholders
 - **Monitoring** performance against those rules
 - **Administering** rewards and punishments based on the relative performance or compliance with those rules

- A well-defined and enforced set of corporate governance principles provides a *structure* that works for the benefit of everyone concerned by ensuring that the enterprise adheres to *accepted ethical standards* and *best practices* as well as to *formal laws*.

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GRC Governance Concepts

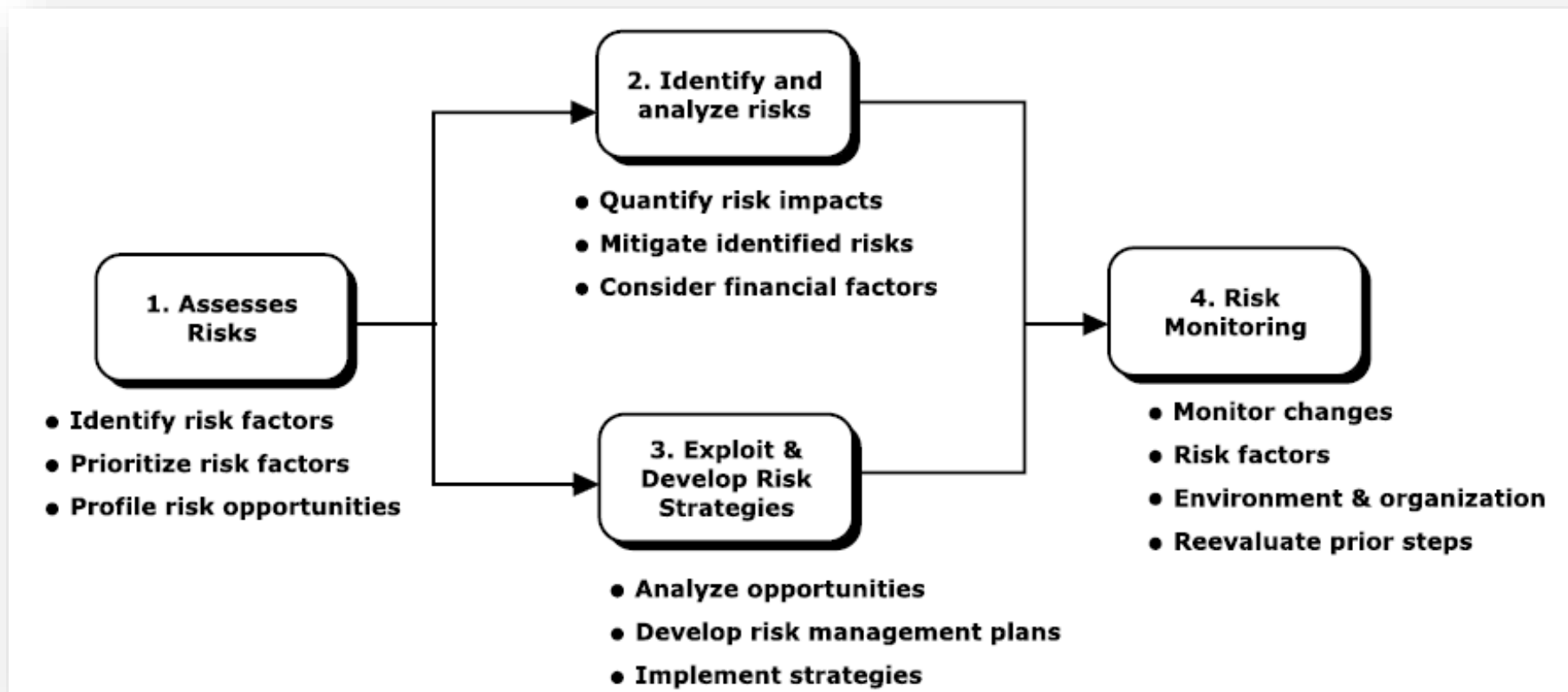
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Risk Management Component of GRC



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- **Risk Management** should be part of the overall enterprise culture from the board of directors and very senior officers down through the enterprise.



1- Risk assessment and planning.

- An enterprise faces all levels of risks, whether global issues based on weather or currency threats to weather-related threats at local operations.
- We cannot plan or identify every type of risk that might impact an enterprise, but there should be an ongoing analysis of these various potential risks that may face an enterprise.

2- Risk identification and analysis

- There is a need for a more detailed analysis on the likelihood of these risks coming to fruition as well as their potential impacts.
- There is a need to quantify the impacts of the identified risks and to determine mitigation strategies in the event the risk event occurs.
- Mitigation refers to assessing the best way to manage or eliminate an identified risk.

3- Exploit and develop risk response strategies.

- Essentially a concept that should be considered in parallel with risk identification, an enterprise should develop plans and strategies to return to normal operations and then recover from the risk event.
- This may include an analysis of risk-related opportunities.

4- Risk monitoring.

- Tools and facilities should be in place to monitor for the identified risks possibly occurring.
- Most risk-related monitoring requires a wide series of special reports, established and measurable standards, and a diligent human resources function.
- The idea is to keep ahead and to reenter these prior risk management steps as necessary.

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GRC and Enterprise Compliance



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- Compliance is the process of adhering to a set of guidelines or rules established by government agencies, standards groups, or internal corporate policies.
- Adhering to these compliance-related requirements is a challenge

- Adhering to these compliance-related requirements is a challenge because of
 - The frequent introduction of new regulations.
 - Vaguely written regulations that require interpretation.
 - No consensus on best practices used for compliance.
 - Multiple regulations often overlap.
 - Constantly changing regulations.

The Frequent Introduction Of New Regulations

- Regulation is a fundamental tool for managing the risks present in society and the economy and can help to reduce the incidence of hazardous events and their severity.
 - Examples (New studies, Privacy issues, etc..)
- Companies have a challenge to monitor these rules and determine which apply to them.

Vaguely Written Regulations That Require Interpretation

- Some regulations was printed on many thousands of pages, covering issues and rules that the legislators who passed the bill never even read, let alone understood.
- Even today, we are still looking at these rules and interpreting what they mean.
- Compliance with those types of rules can be difficult.

No Consensus On Best Practices Used For Compliance

- Rules are filled with regulations stating such things as “All transactions must be supported by a receipt.”
- Does such a rule require receipts for transactions less than \$1.00, less than \$25.00, or some other value?
- There are often no guidelines here and everyone seems to have their own interpretations.

Multiple Regulations Often Overlap

- Governmental units from different geographies may issue rules that cover similar areas but may have different requirements.
- Compliance until matters are resolved can be a challenge.

Constantly Changing Regulations

- Regulatory agencies in particular are often constantly changing or reinterpreting their rules, making strict compliance a challenge.
- Examples (Ex post evaluation of past approaches)

- Compliance becomes a continuous process, not a one-time project.
- Continues to drive business agendas as organizations are being held accountable for meeting the myriad of mandates specific to their markets.
- Enterprises might also be required to address cross-industry legislation.

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Scope of Compliance Architectures Considerations

- The scope of compliance also permeates other aspects of an enterprise.

Scope of Compliance	Area for Considerations
Strategy	■ As an organization develops its strategy, it must determine which regulations are relevant. ■ Compliance sustainability needs to be an integral part of any compliance strategy.
Organization	■ The organizational structure must be established to meet the specific requirements (or intent) of each regulation (e.g., Sarbanes-Oxley recommends the Chief Executive Officer and President be two different people).
Processes	■ Key processes must be documented and practiced. ■ Audits or reviews must take place to ensure documented processes are effectively being used to address compliance/regulation requirements.
Applications and data	■ Applications must be designed, implemented and continuously tested to support the requirements of each regulation. ■ Data must be properly protected and handled according to each regulation.
Facilities	■ Facilities must be designed and available to meet the needs of each regulation (i.e., some regulations may require records to be readily available at an off-site location).

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Importance of Effective GRC Practices and Principles



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Importance of Effective GRC Practices and Principles

- Corporate Governance has received increased attention because of high-profile scandals involving abuse of corporate power and, in some cases, alleged criminal activity by corporate officers.
- An integral part of an effective corporate governance regime includes provisions for civil or criminal prosecution of individuals who conduct unethical or illegal acts in the name of the enterprise.

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Importance of Effective GRC Practices and Principles

- Risk management should create value and be an integral part of organizational processes.
- It should be part of decision-making processes and be tailored in a systematic and structured manner to explicitly address the uncertainties an enterprise faces based on the best available information.
- In addition, risk management processes should be dynamic, iterative, and responsive to change with the capabilities of continual improvements and enhancements.

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Importance of Effective GRC Practices and Principles

- A consistent approach on the use of compliance driven capabilities and supporting technologies across an enterprise can provide these potential benefits:
 - Reduced total cost of ownership.
 - Flexibility.
 - Competitive advantage.

- **Reduced total cost of ownership.**

- For example, many regulations specify document retention requirements, which can be met by a single investment in a content and records management system.

- **Flexibility.**

- By centrally managing compliance initiatives via organization-wide compliance architecture, an enterprise can quickly adapt to these changes.

- **Competitive advantage.**

- better understand and control their business processes, which allows them to respond more quickly and accurately to external or internal pressures.

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Summary



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GRC Governance Concepts

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References

- COSO Enterprise Risk Management: Establishing Effective Governance, Risk, and Compliance Processes. *Robert R. Moeller*.



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